MARVEL

ULTIMATE SPIDER-MAN®

VOL 22

ULTIMATUM

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ULTIMATE SPIDER-MAN

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ULTIMATUM

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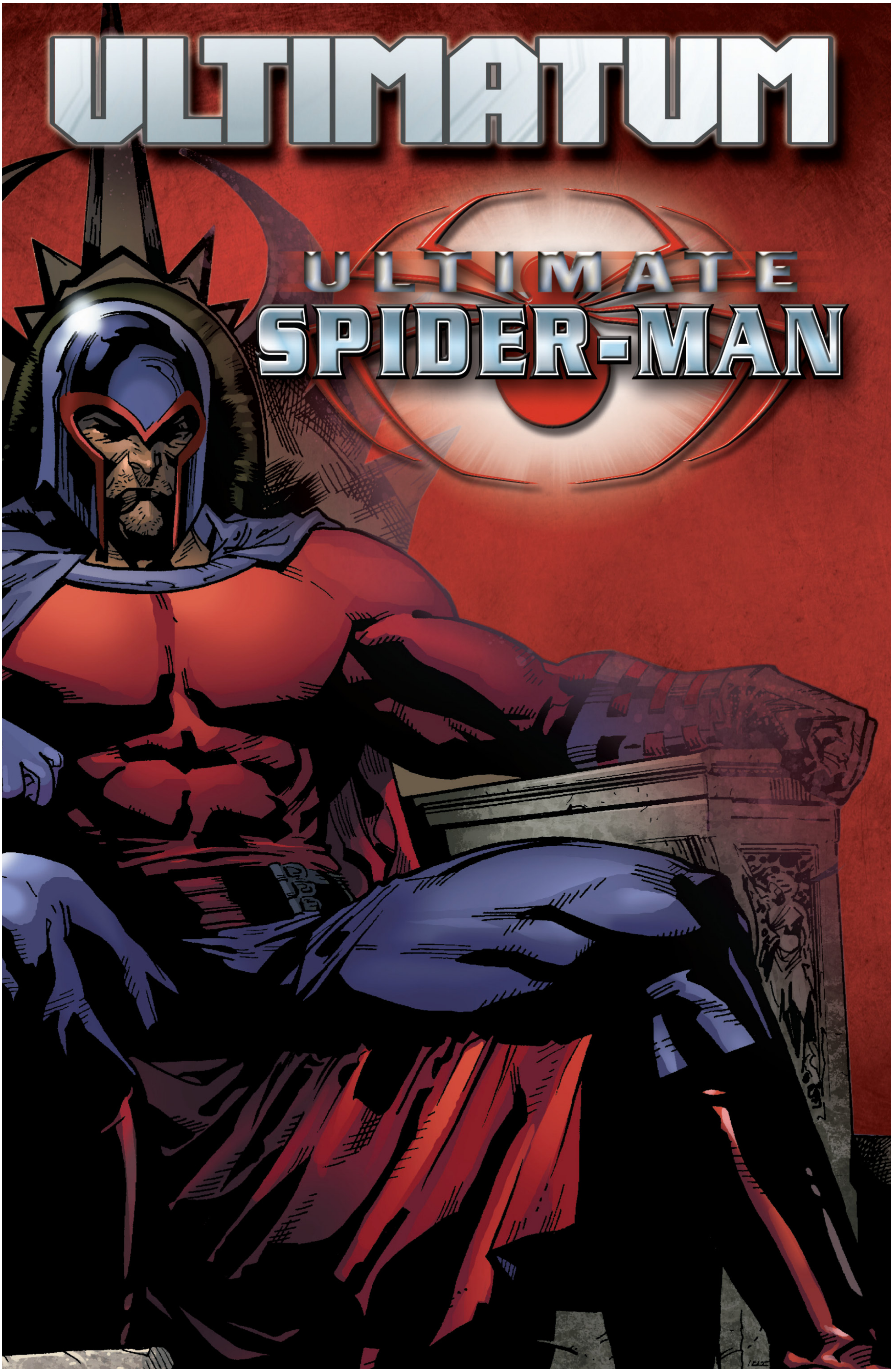

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PREVIOUSLY

The bite of a GENETICALLY ALTERED spider granted high school student Peter Parker incredible, arachnid-like powers: strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all — Peter can walk on walls. When a burglar killed his beloved Uncle, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, and swing time as the misunderstood, web-slinging Spider-Man.

Peter and his girlfriend Mary Jane Watson haven't had an easy go of it recently. Between symbiotes, mercenaries, clones, and a certain X-Man named Kitty Pryde (Peter's ex-girlfriend who now goes to school with them!), the two have had their fair share of drama, romantic and otherwise. But while Peter and MJ know they love each other, are they ready to go to the next level?

ANNUAL

ANNUAL

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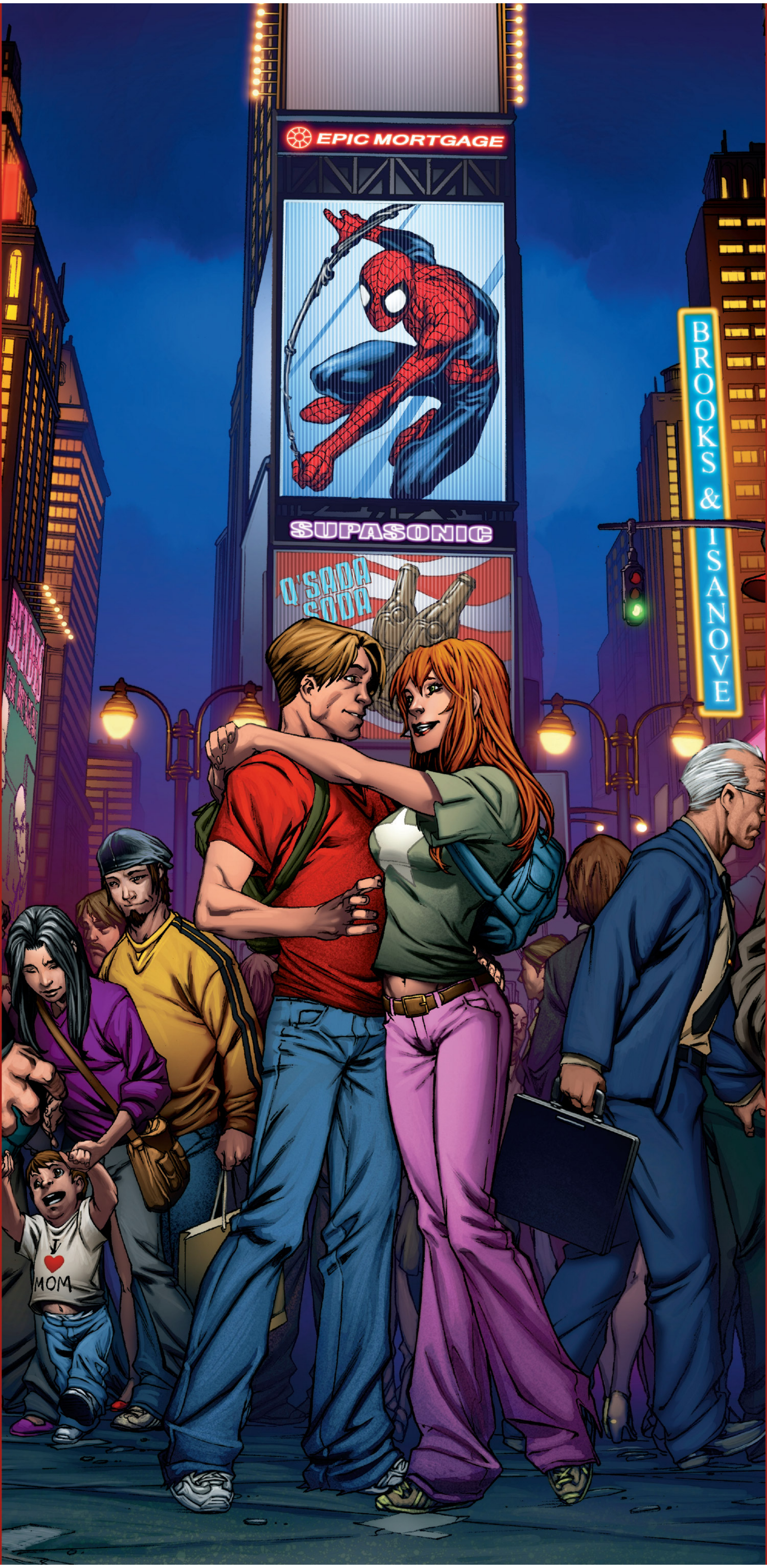
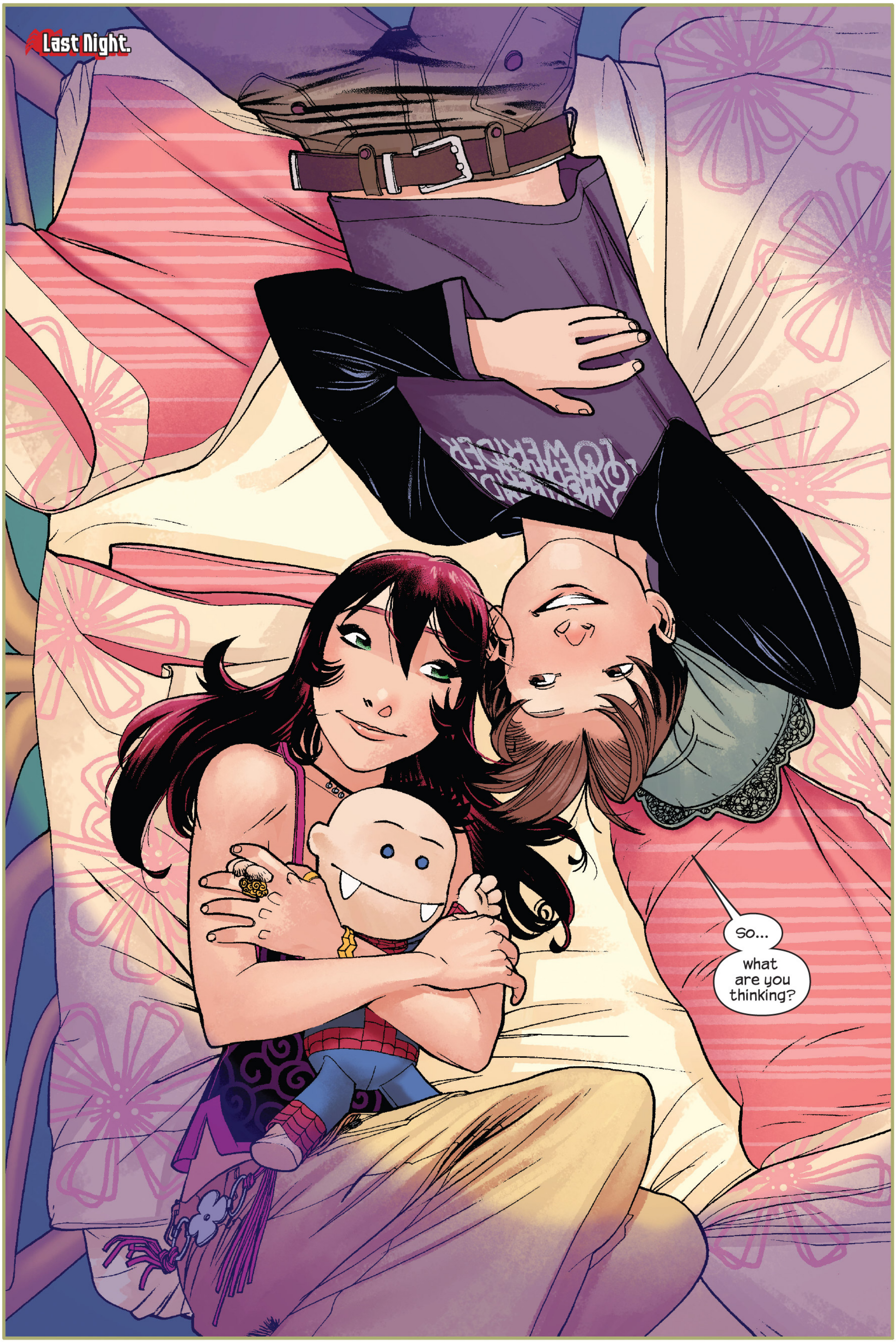
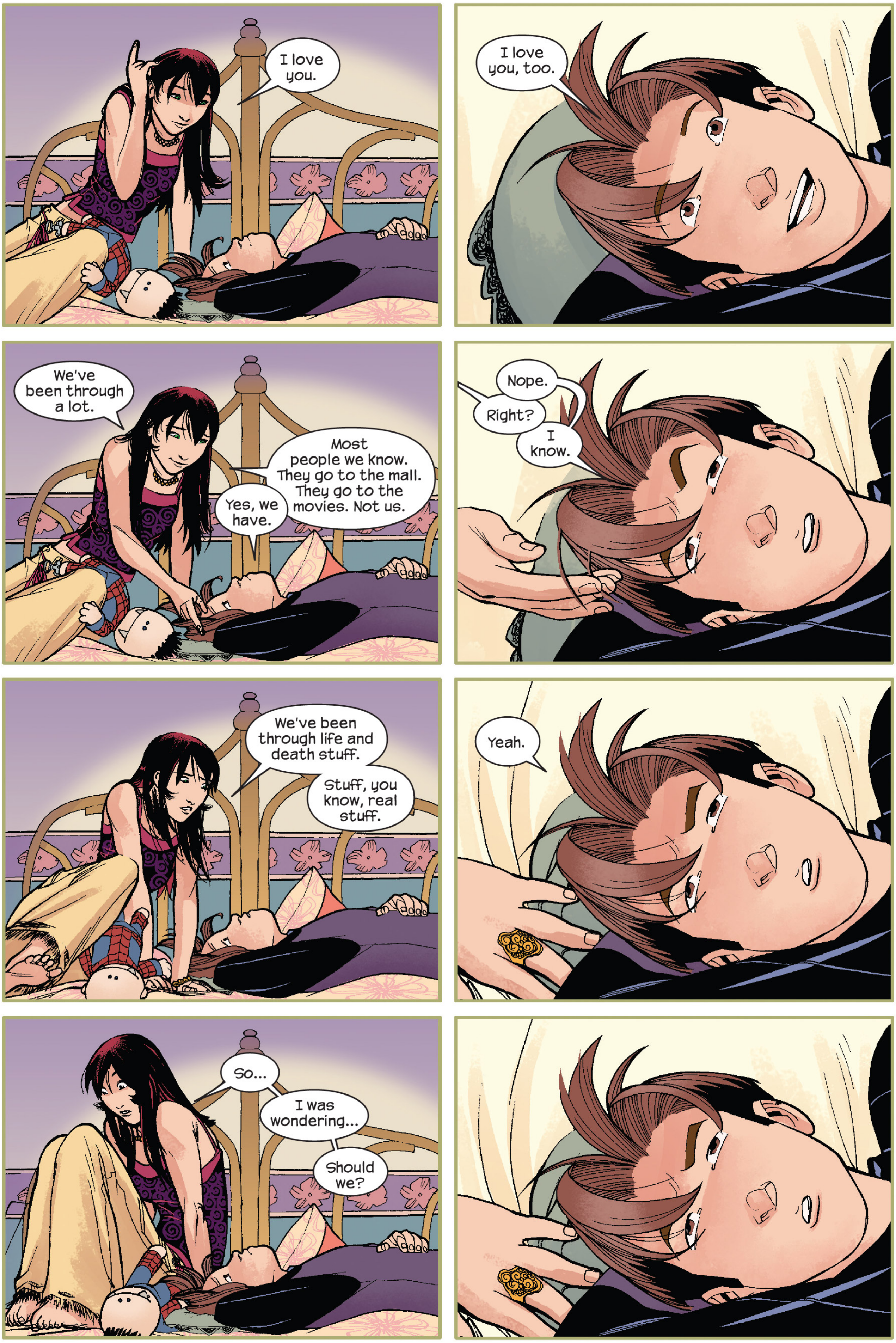
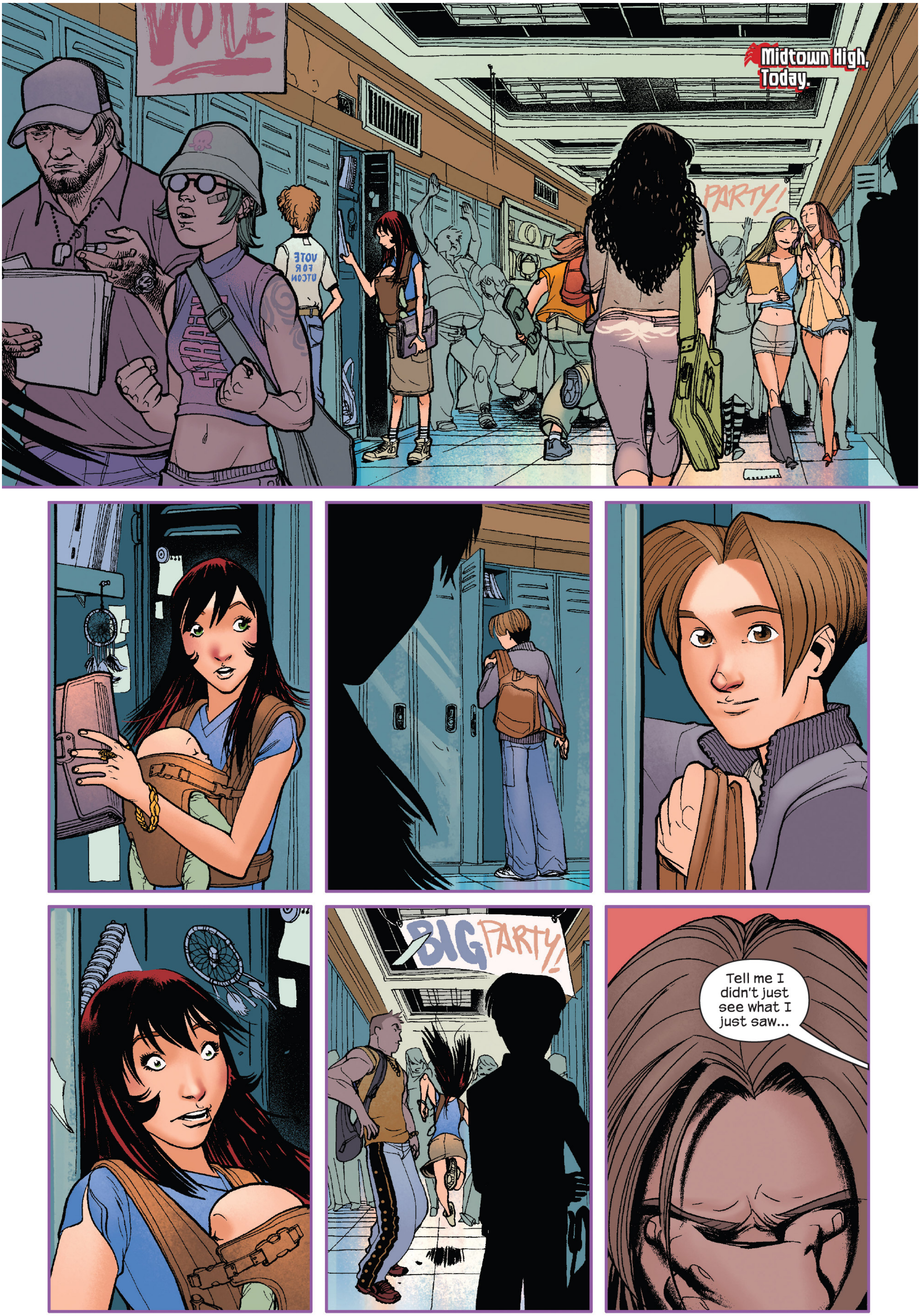
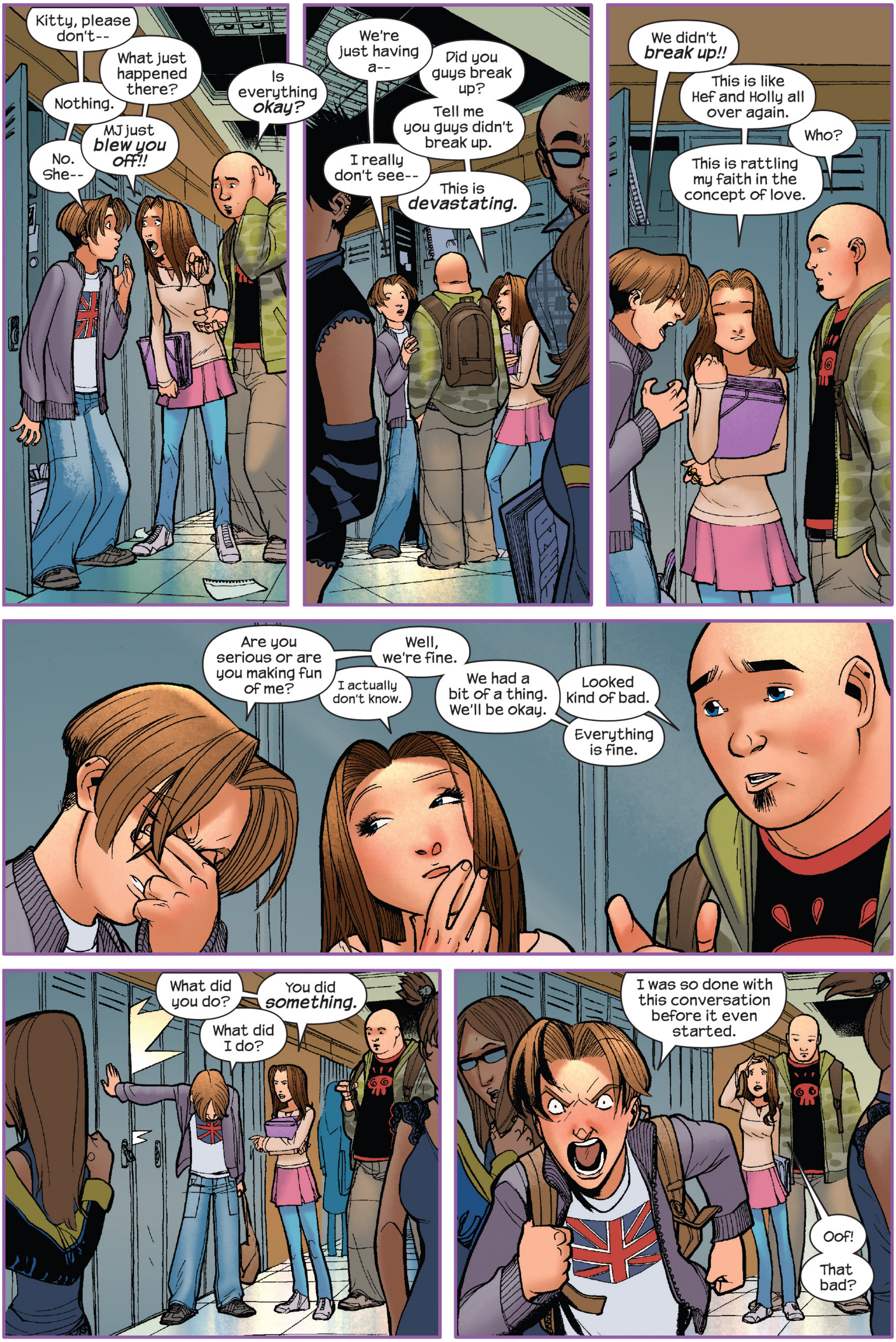
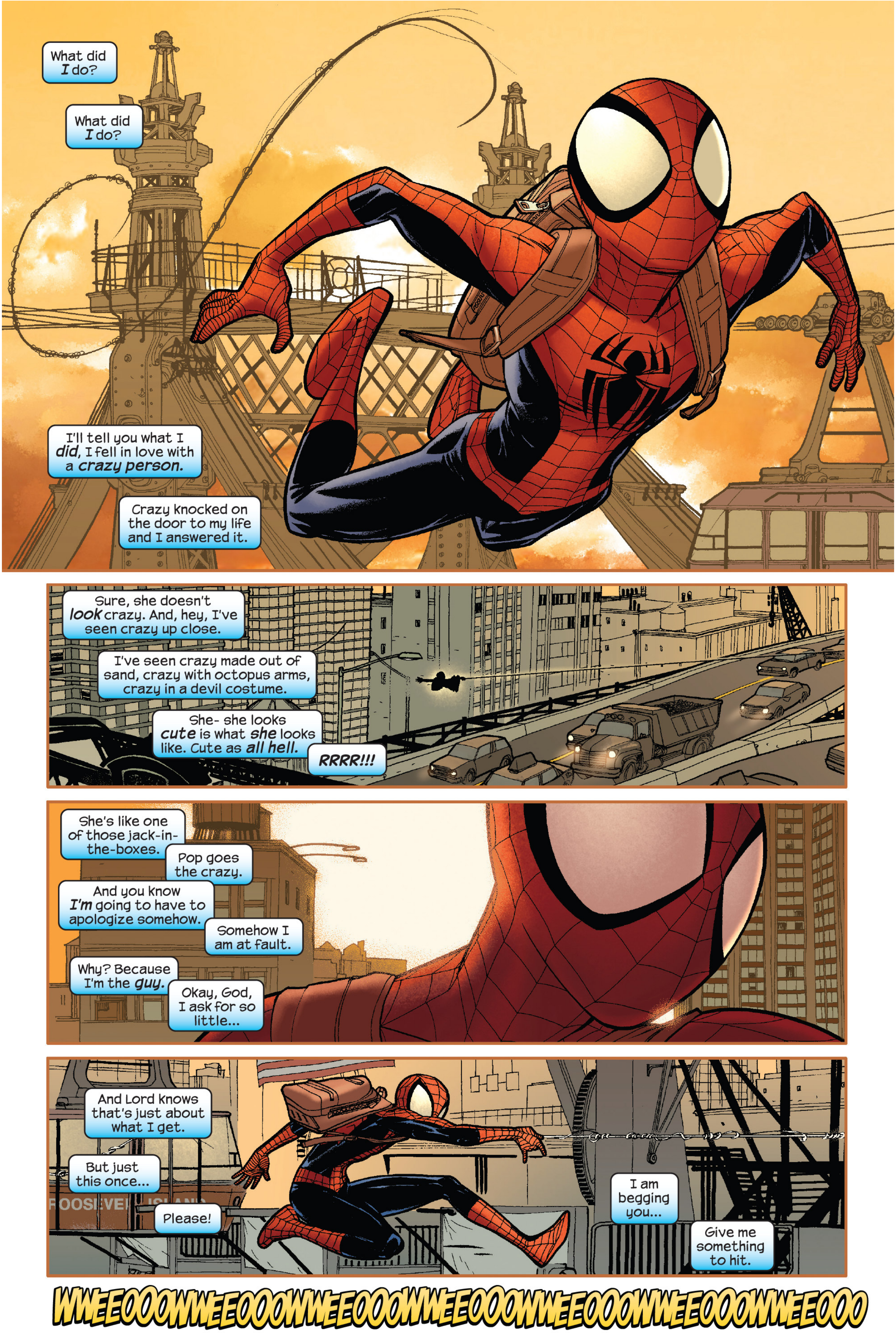

EPIC MORTGAGE
SUPASONIC
Q'SADA SODA
BROOKS & ISANOVE
I ♥ MOM

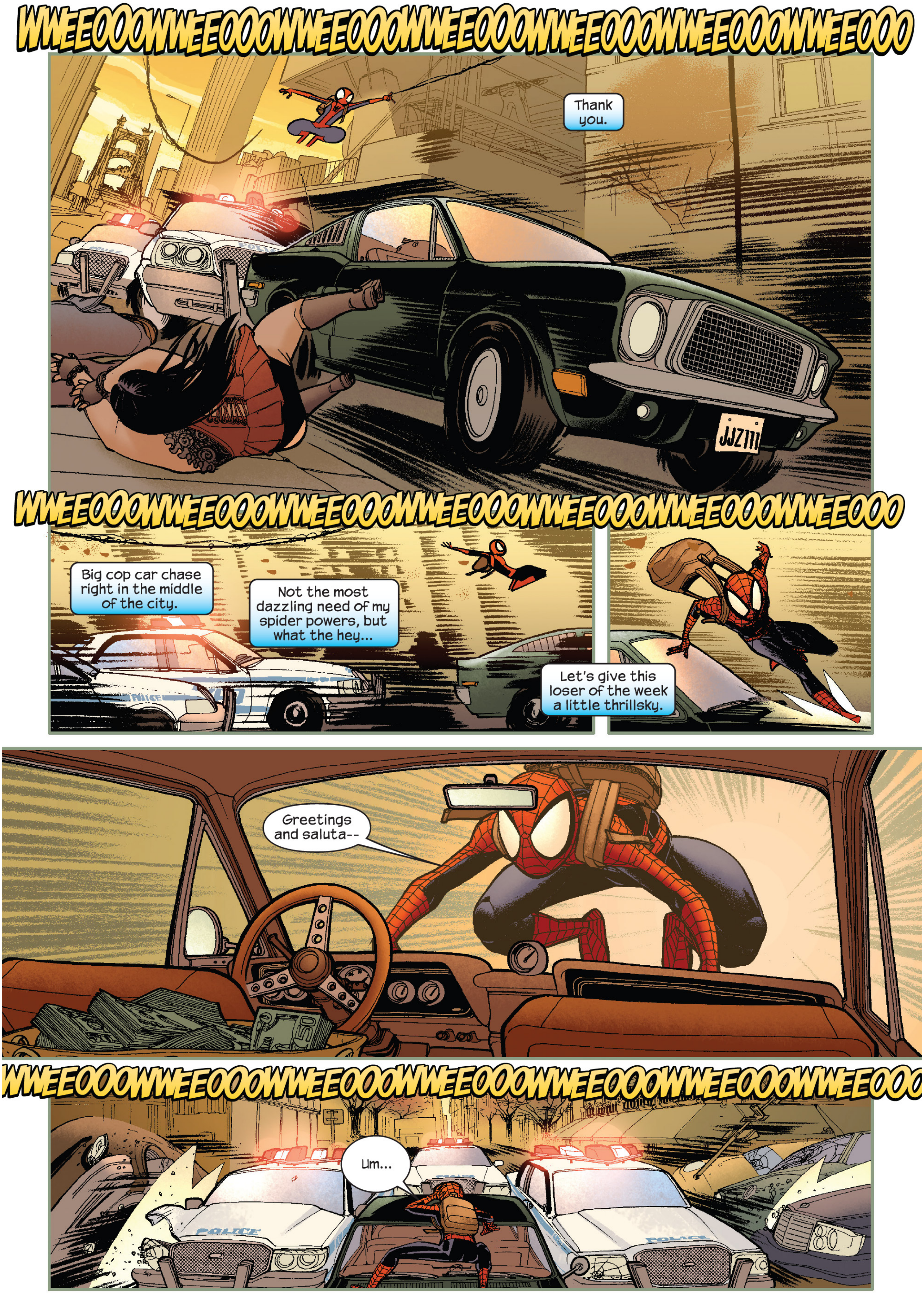

Last Night.
So... what are you thinking?

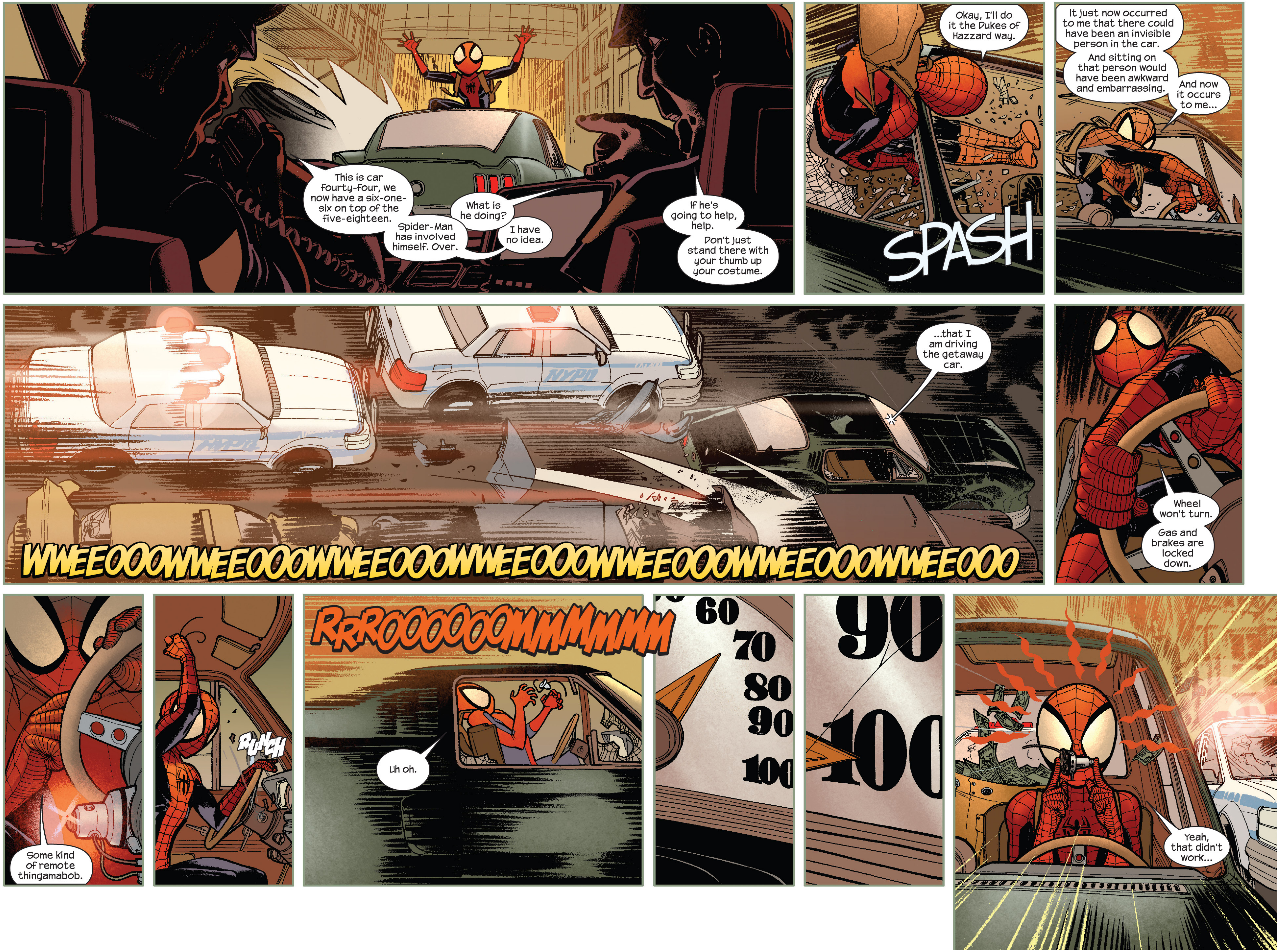

I love you.
I love you, too.
We've been through a lot.
Yes, we have.
Most people we know. They go to the mall. They go to the movies. Not us.
Nope.
Right?
I know.
We've been through life and death stuff.
Stuff, you know, real stuff.
Yeah.
So...
I was wondering...
Should we?

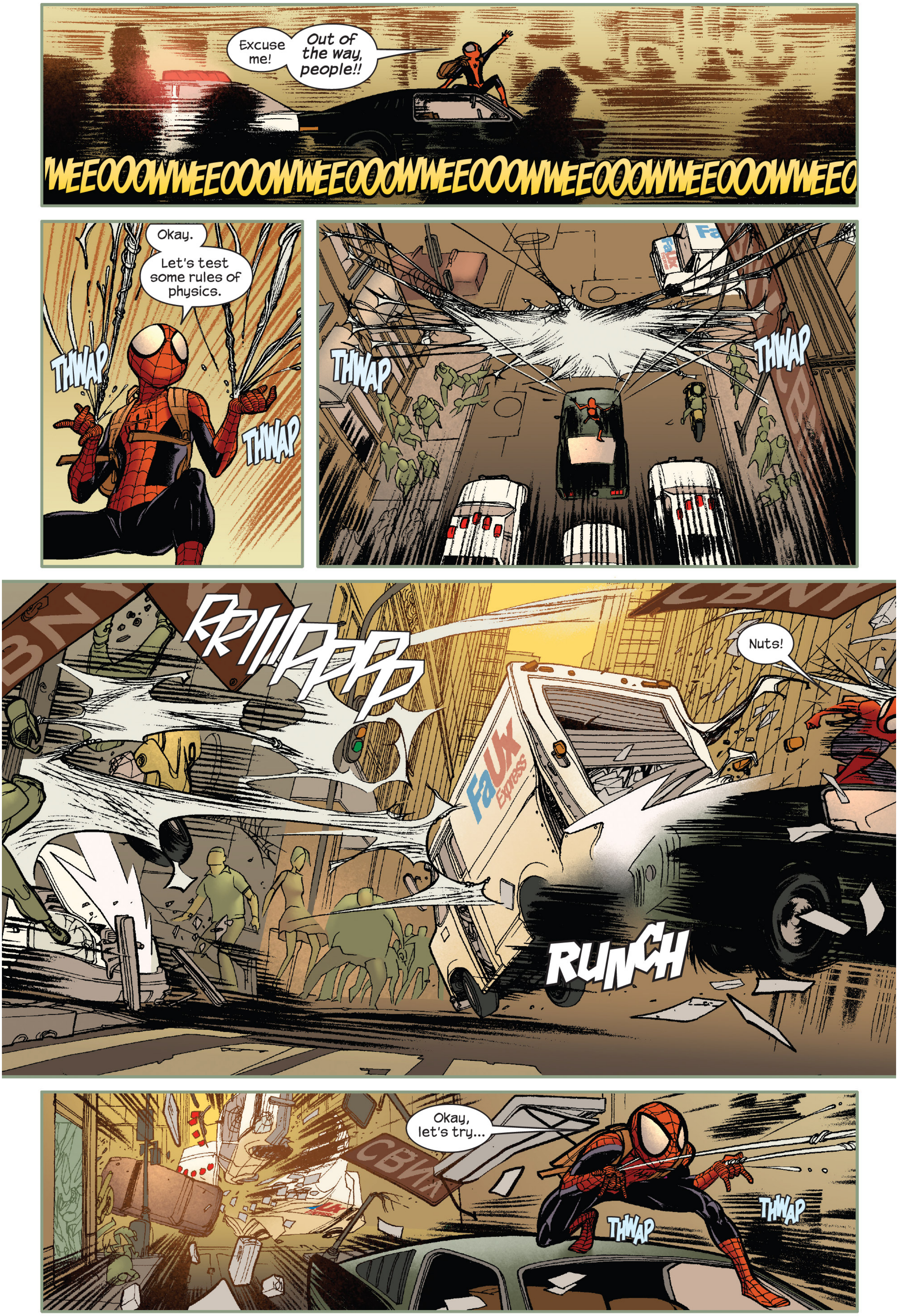

VOTE
Midtown High, Today.
PARTY!
BIG PARTY!
Tell me I didn't just see what I just saw...

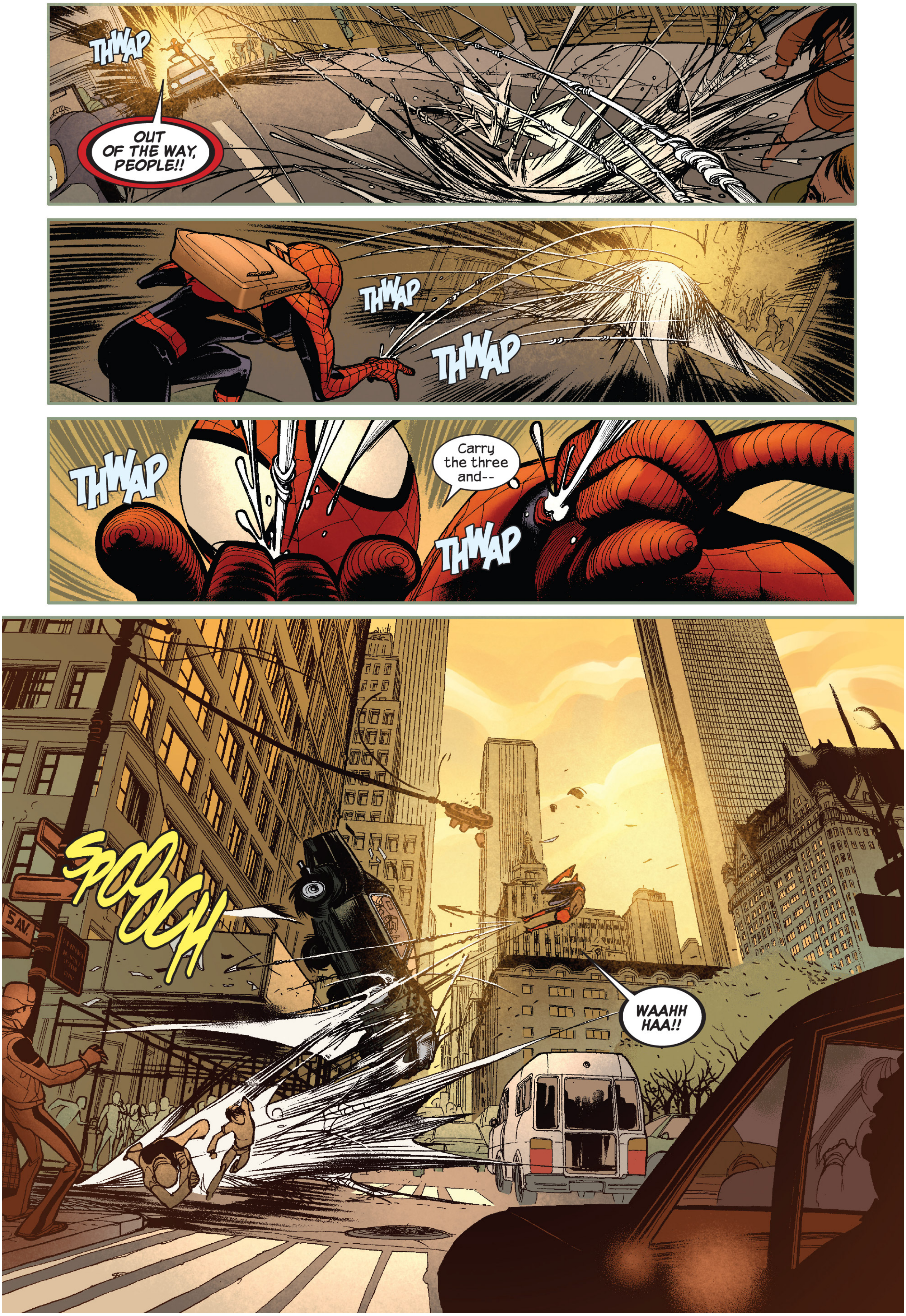

Kitty, please don't--
What just happened there?
Nothing.
MJ just *blew you off!!*
No. She--
Is everything *okay?*
We're just having a--
Did you guys break up?
Tell me you guys didn't break up.
I really don't see--
This is *devastating.*
We didn't ***break up!!***
This is like Hef and Holly all over again.
Who?
This is rattling my faith in the concept of love.
Are you serious or are you making fun of me?
Well, we're fine.
I actually don't know.
We had a bit of a thing. We'll be okay.
Looked kind of bad.
Everything is fine.
What did you do?
You did *something.*
What did I do?
I was so done with this conversation before it even started.
Oof!
That bad?

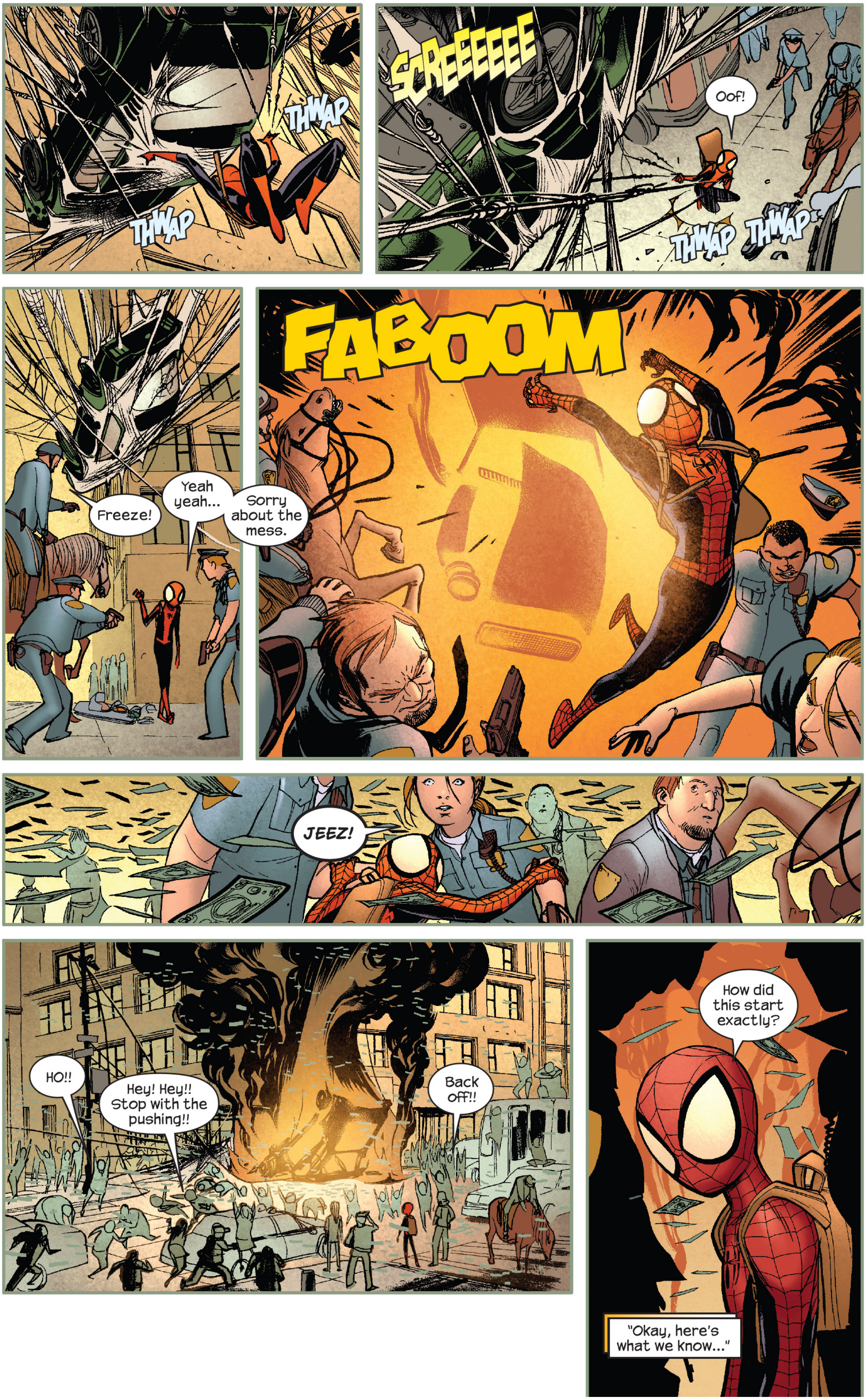

What did I do?
What did I do?
I'll tell you what I did, I fell in love with a crazy person.
Crazy knocked on the door to my life and I answered it.
Sure, she doesn't look crazy. And, hey, I've seen crazy up close.
I've seen crazy made out of sand, crazy with octopus arms, crazy in a devil costume.
She- she looks cute is what she looks like. Cute as all hell.
RRRR!!!
She's like one of those jack-in-the-boxes.
Pop goes the crazy.
And you know I'm going to have to apologize somehow.
Somehow I am at fault.
Why? Because I'm the guy.
Okay, God, I ask for so little...
And Lord knows that's just about what I get.
But just this once...
Please!
I am begging you...
Give me something to hit.
WWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOO

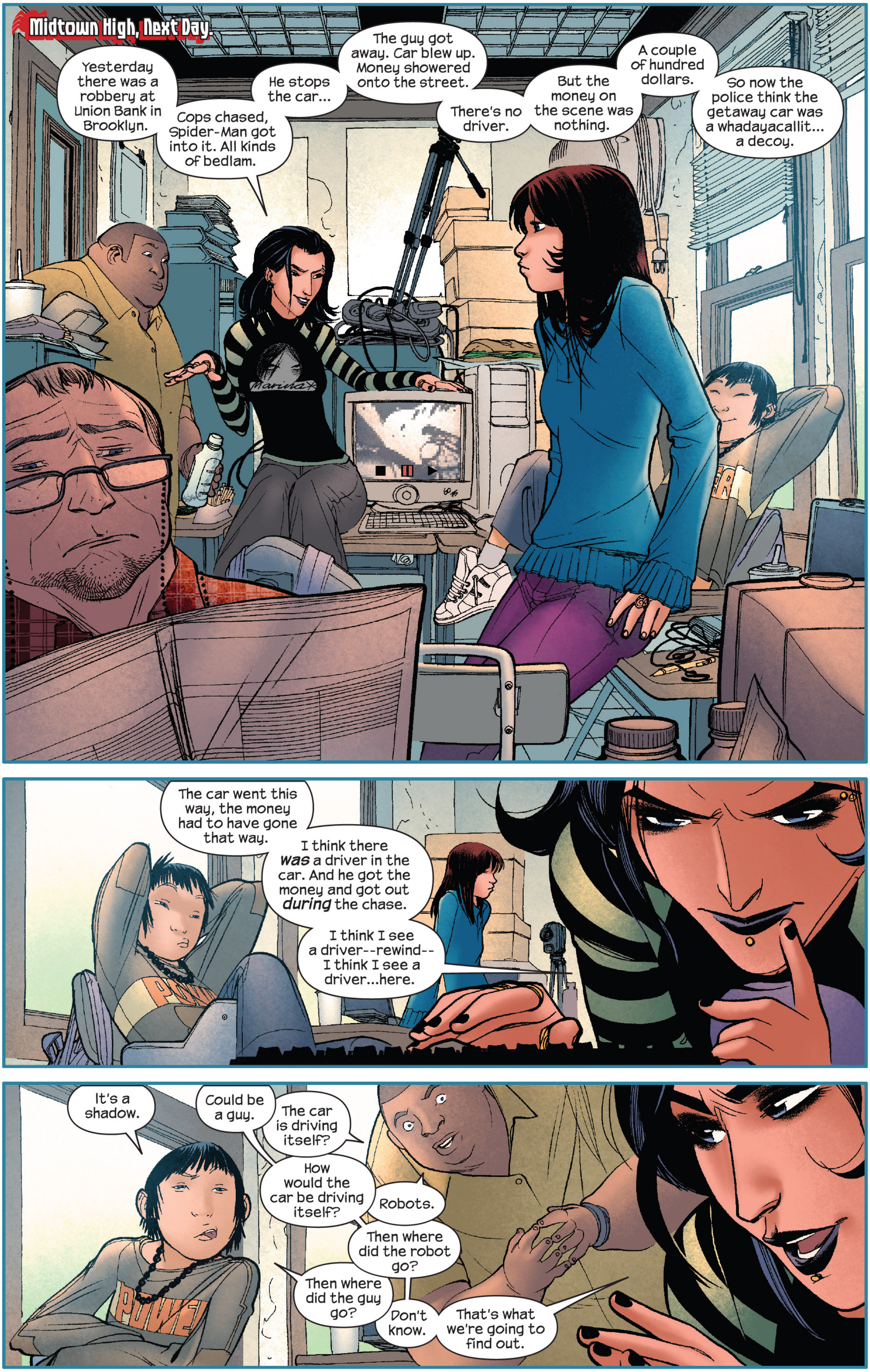

WWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOO
Thank you.
JJZ111
WWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOO
Big cop car chase right in the middle of the city.
Not the most dazzling need of my spider powers, but what the hey...
Let's give this loser of the week a little thrillsky.
Greetings and saluta--
WWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOO
Um...

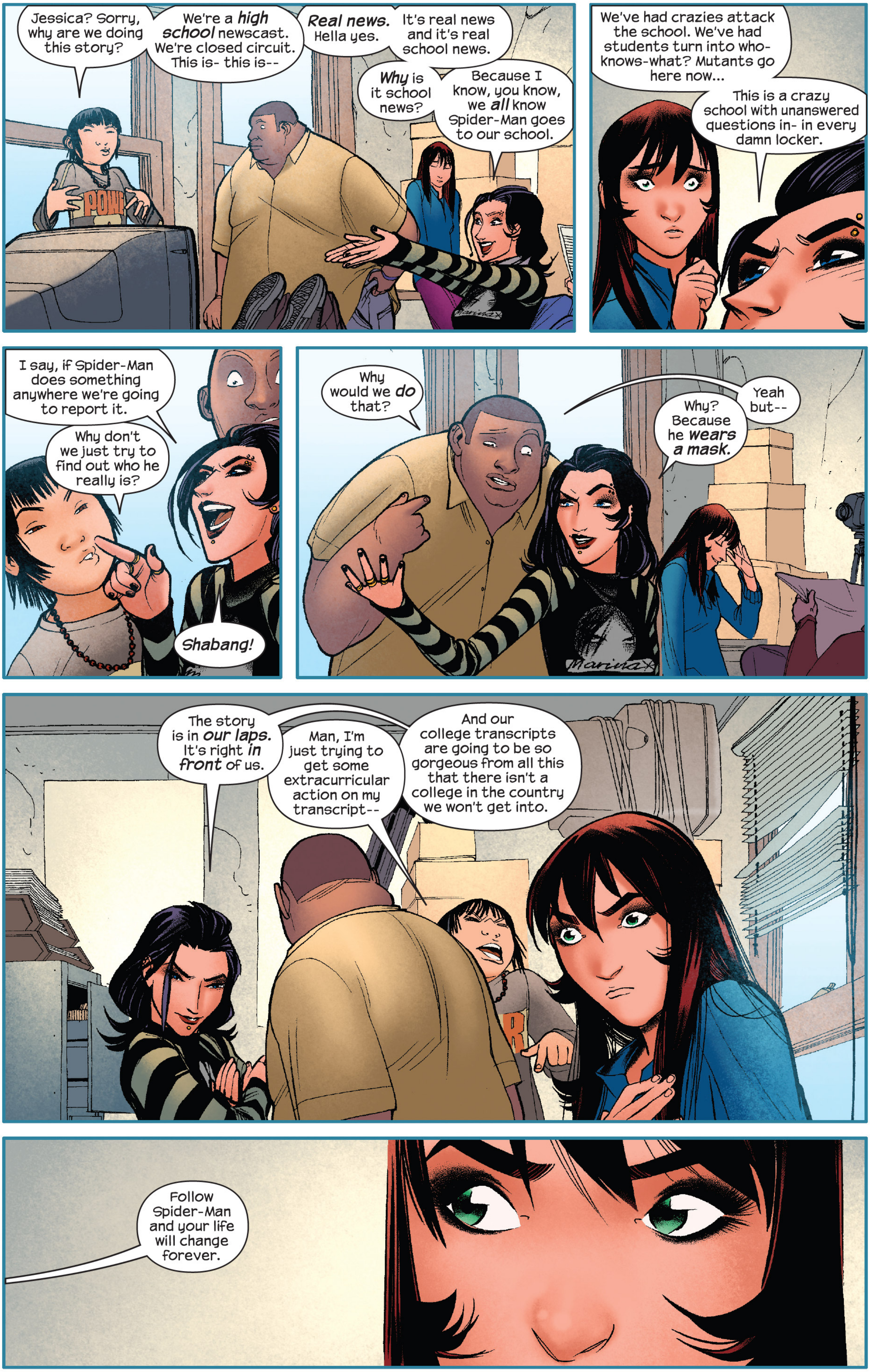

This is car fourty-four, we now have a six-one-six on top of the five-eighteen.
Spider-Man has involved himself. Over.
What is he doing?
I have no idea.
If he's going to help, help.
Don't just stand there with your thumb up your costume.
Okay, I'll do it the Dukes of Hazzard way.
SPASH
It just now occurred to me that there could have been an invisible person in the car.
And sitting on that person would have been awkward and embarrassing.
And now it occurs to me...
...that I am driving the getaway car.
NYPD
NYPD
WWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOO
Wheel won't turn.
Gas and brakes are locked down.
Some kind of remote thingamabob.
RUNCH
RRROOOOOOOMMMMMM
Uh oh.
60
70
80
90
100
90
100
Yeah, that didn't work...

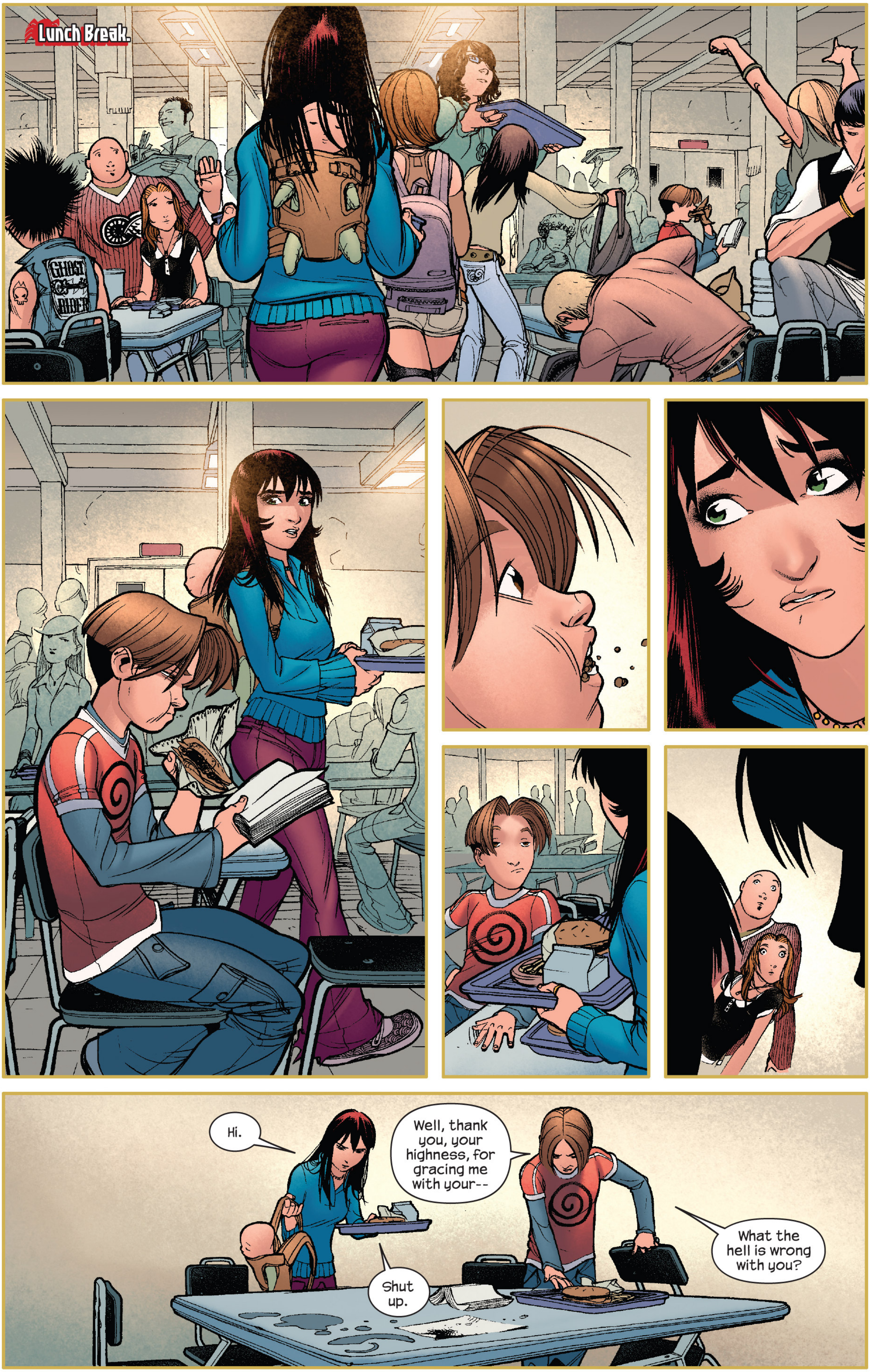

Excuse me!
Out of the way, people!!
WEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEO
Okay.
Let's test some rules of physics.
THWAP
THWAP
THWAP
THWAP
KRIIIPPPP
FaUx Express
Nuts!
RUNCH
Okay, let's try...
THWAP
THWAP

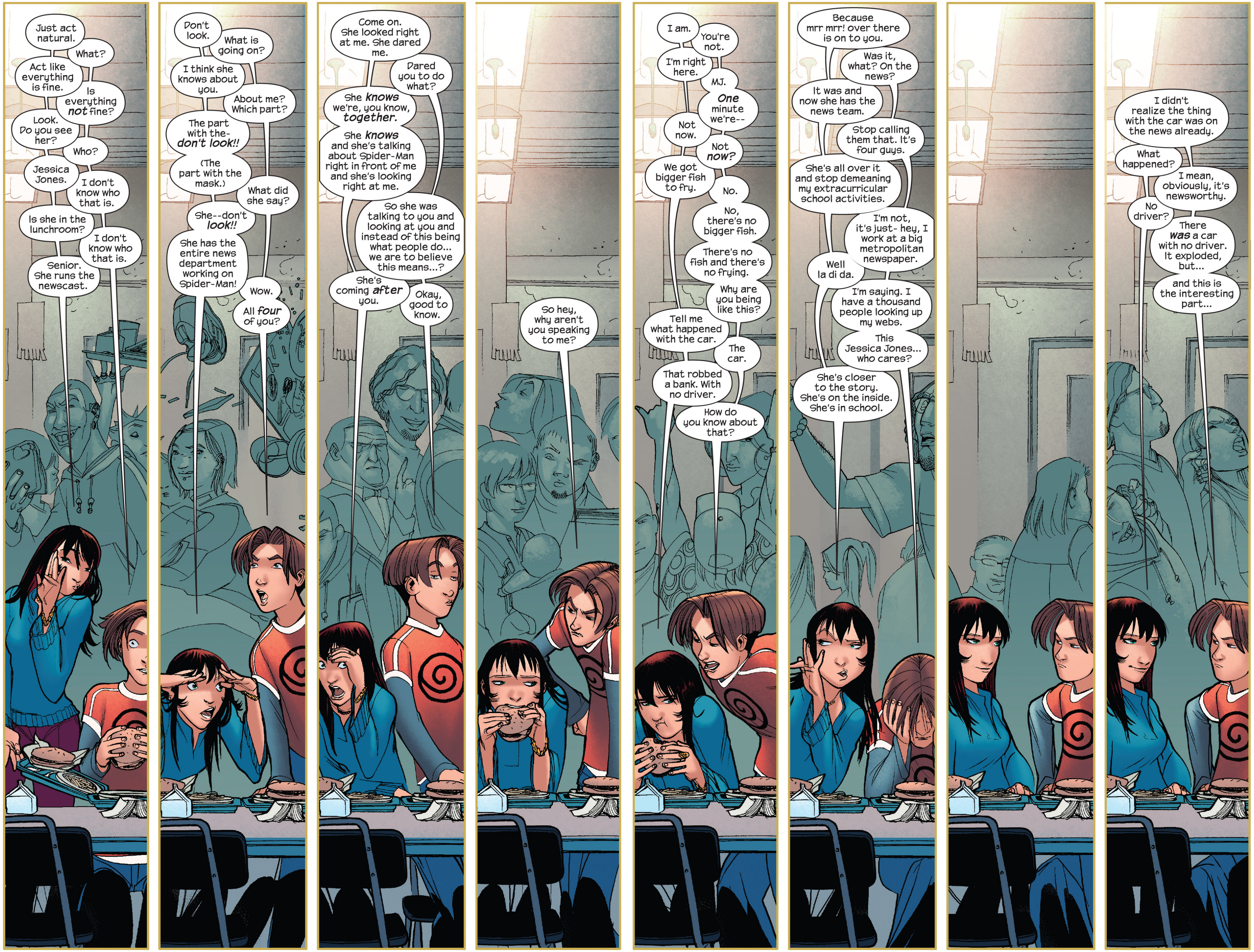

THWAP
OUT OF THE WAY, PEOPLE!!
THWAP
THWAP
THWAP
Carry the three and--
THWAP
SPOOOCH
5 AV.
WAAHH HAA!!

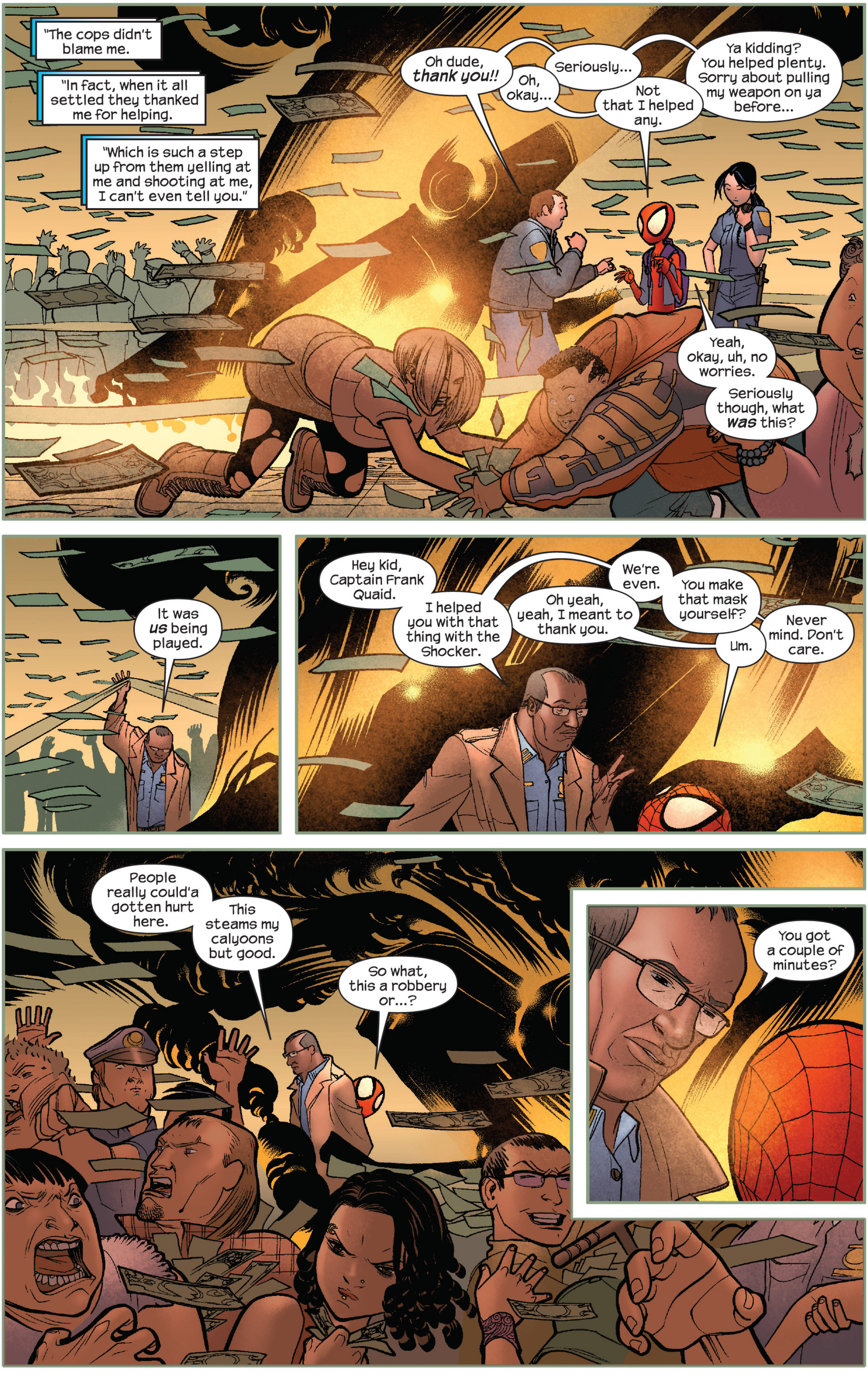

THWAP
THWAP
SCREEEEEE
Oof!
THWAP THWAP
Freeze!
Yeah yeah...
Sorry about the mess.
FABOOM
JEEZ!
HO!!
Hey! Hey!! Stop with the pushing!!
Back off!!
How did this start exactly?
"Okay, here's what we know..."

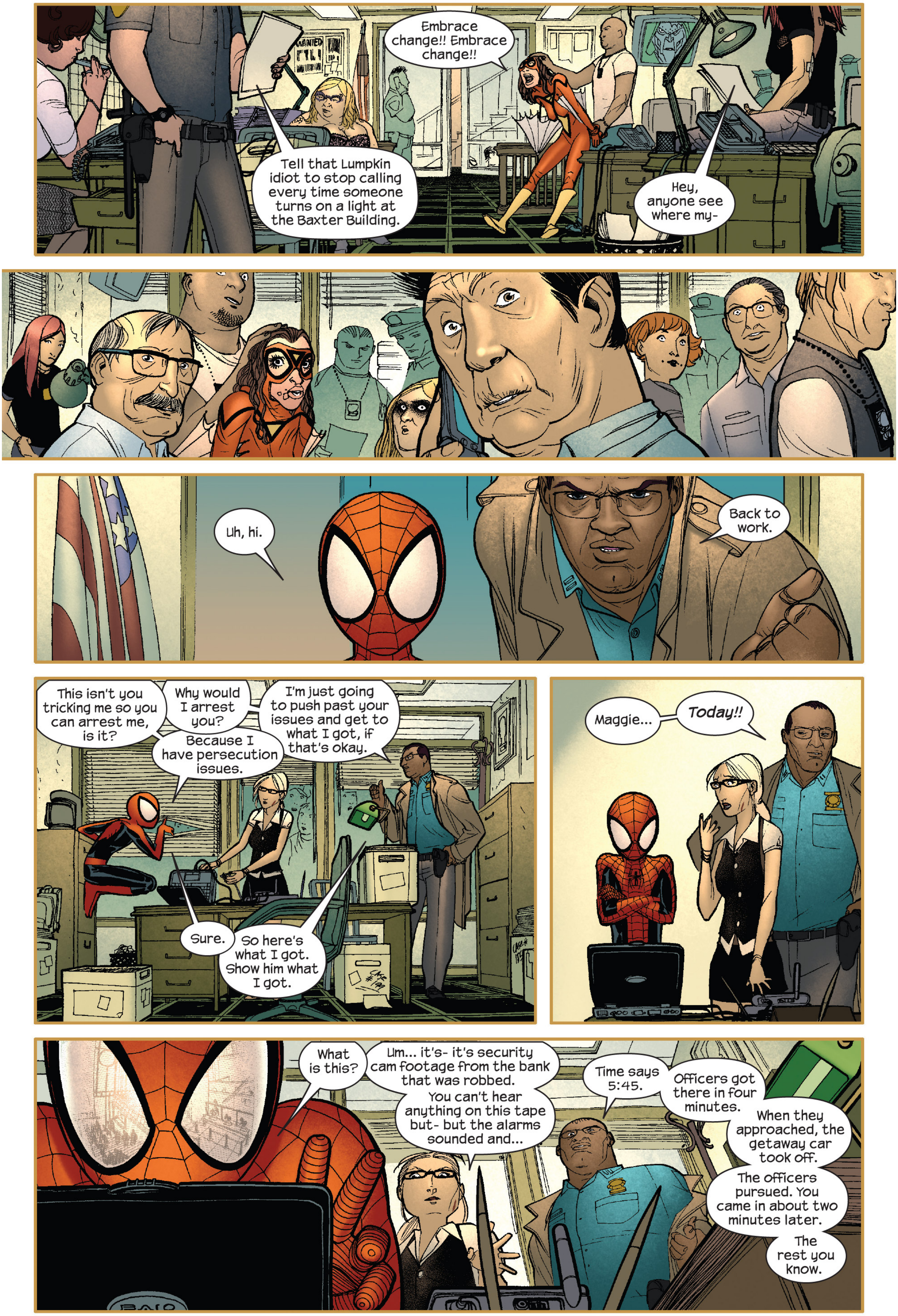

Midtown High, Next Day.
Yesterday there was a robbery at Union Bank in Brooklyn.
Cops chased, Spider-Man got into it. All kinds of bedlam.
He stops the car...
The guy got away. Car blew up. Money showered onto the street.
There's no driver.
But the money on the scene was nothing.
A couple of hundred dollars.
So now the police think the getaway car was a whadayacallit... a decoy.
The car went this way, the money had to have gone that way.
I think there *was* a driver in the car. And he got the money and got out *during* the chase.
I think I see a driver--rewind--I think I see a driver...here.
It's a shadow.
Could be a guy.
The car is driving itself?
How would the car be driving itself?
Robots.
Then where did the robot go?
Then where did the guy go?
Don't know.
That's what we're going to find out.

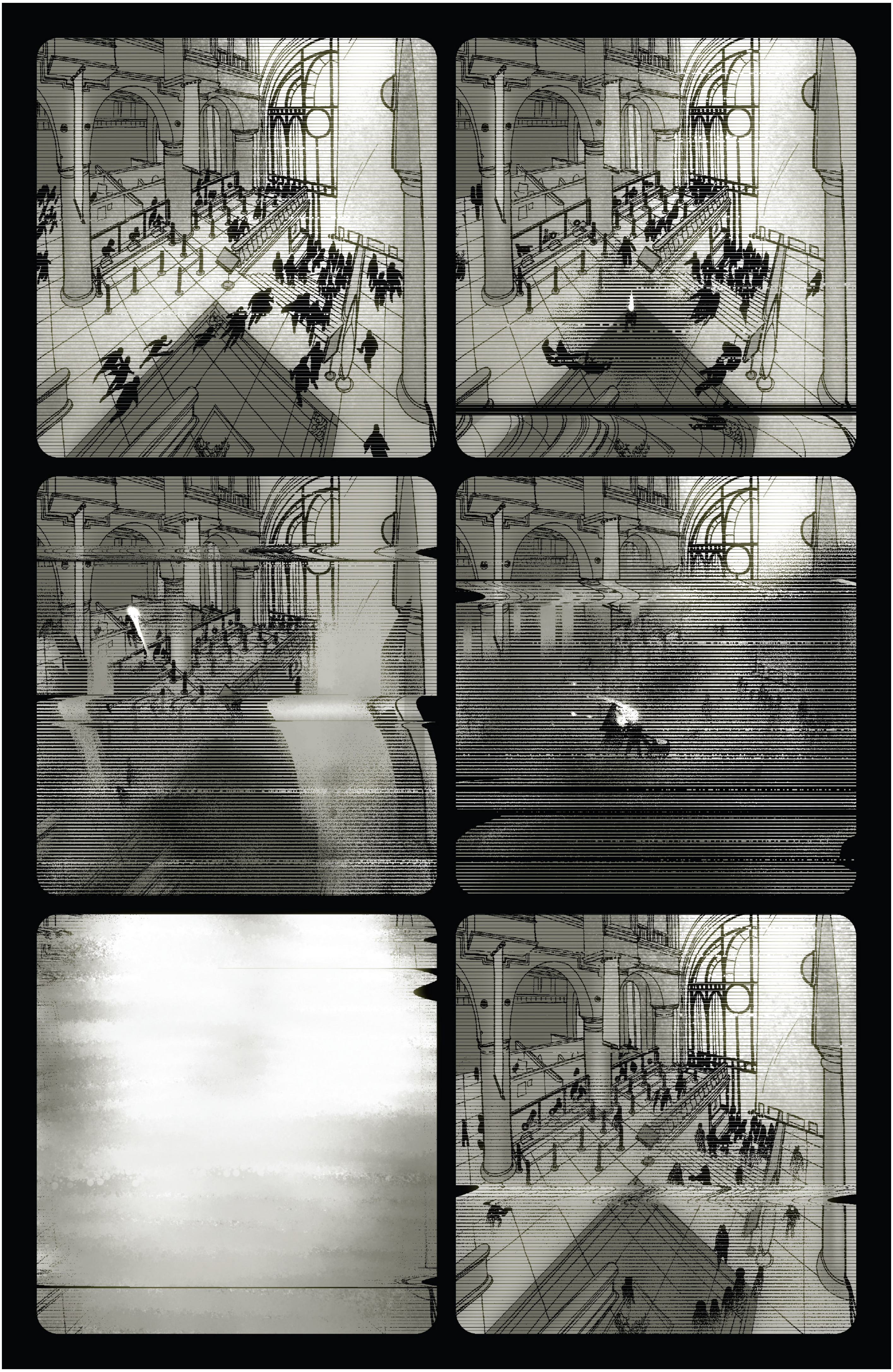

Jessica? Sorry, why are we doing this story?
We're a *high school* newscast. We're closed circuit. This is- this is--
Real news. Hella yes.
It's real news and it's real school news.
Why is it school news?
Because I know, you know, we ***all*** know Spider-Man goes to our school.
We've had crazies attack the school. We've had students turn into who-knows-what? Mutants go here now...
This is a crazy school with unanswered questions in- in every damn locker.
I say, if Spider-Man does something anywhere we're going to report it.
Why don't we just try to find out who he really is?
Shabang!
Why would we ***do*** that?
Why? Because he ***wears a mask.***
Yeah but--
The story is in ***our laps.*** It's right ***in front*** of us.
Man, I'm just trying to get some extracurricular action on my transcript--
And our college transcripts are going to be so gorgeous from all this that there isn't a college in the country we won't get into.
Follow Spider-Man and your life will change forever.

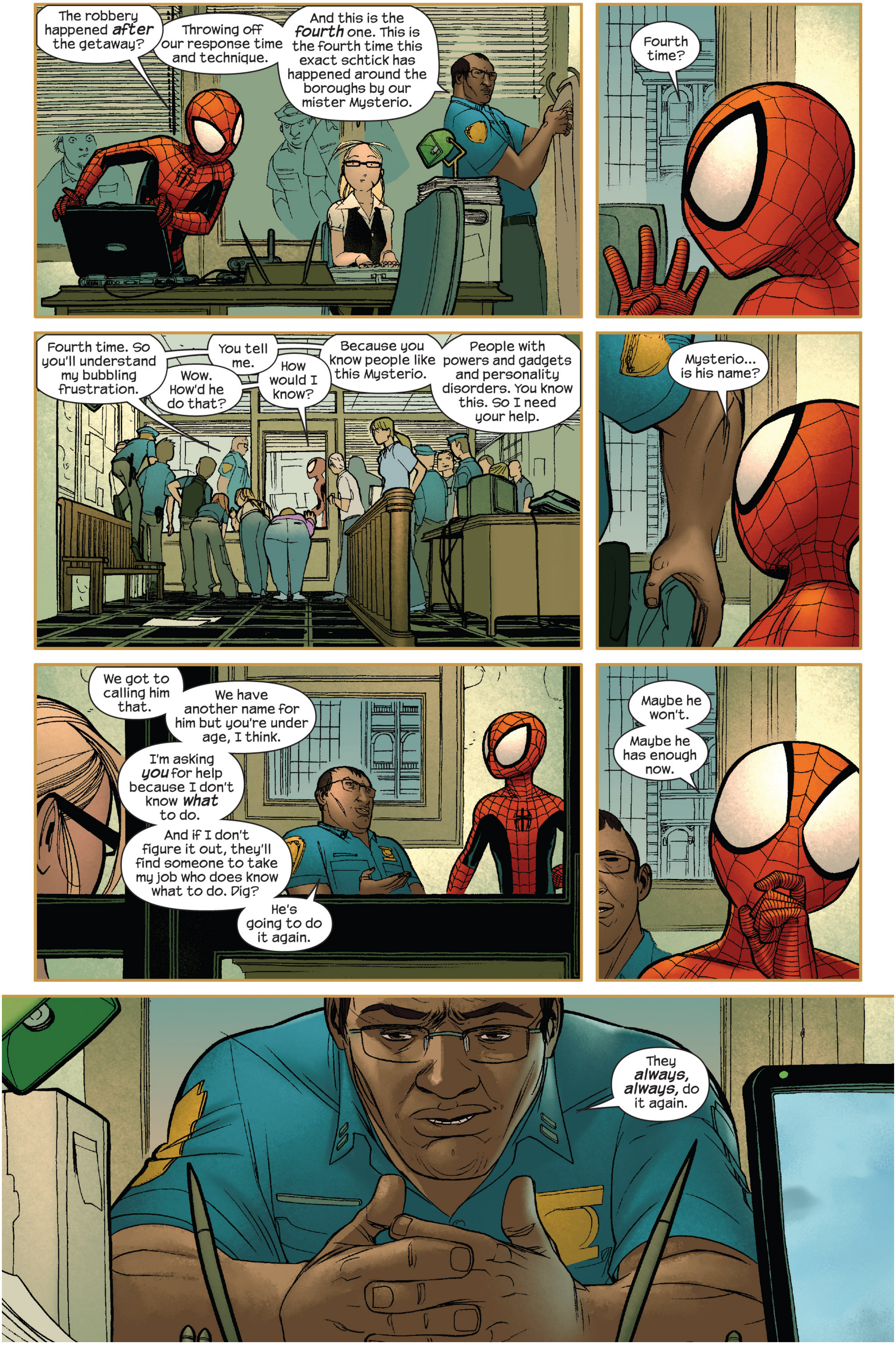

Lunch Break.
GHOST RIDER
Hi.
Well, thank you, your highness, for gracing me with your--
Shut up.
What the hell is wrong with you?

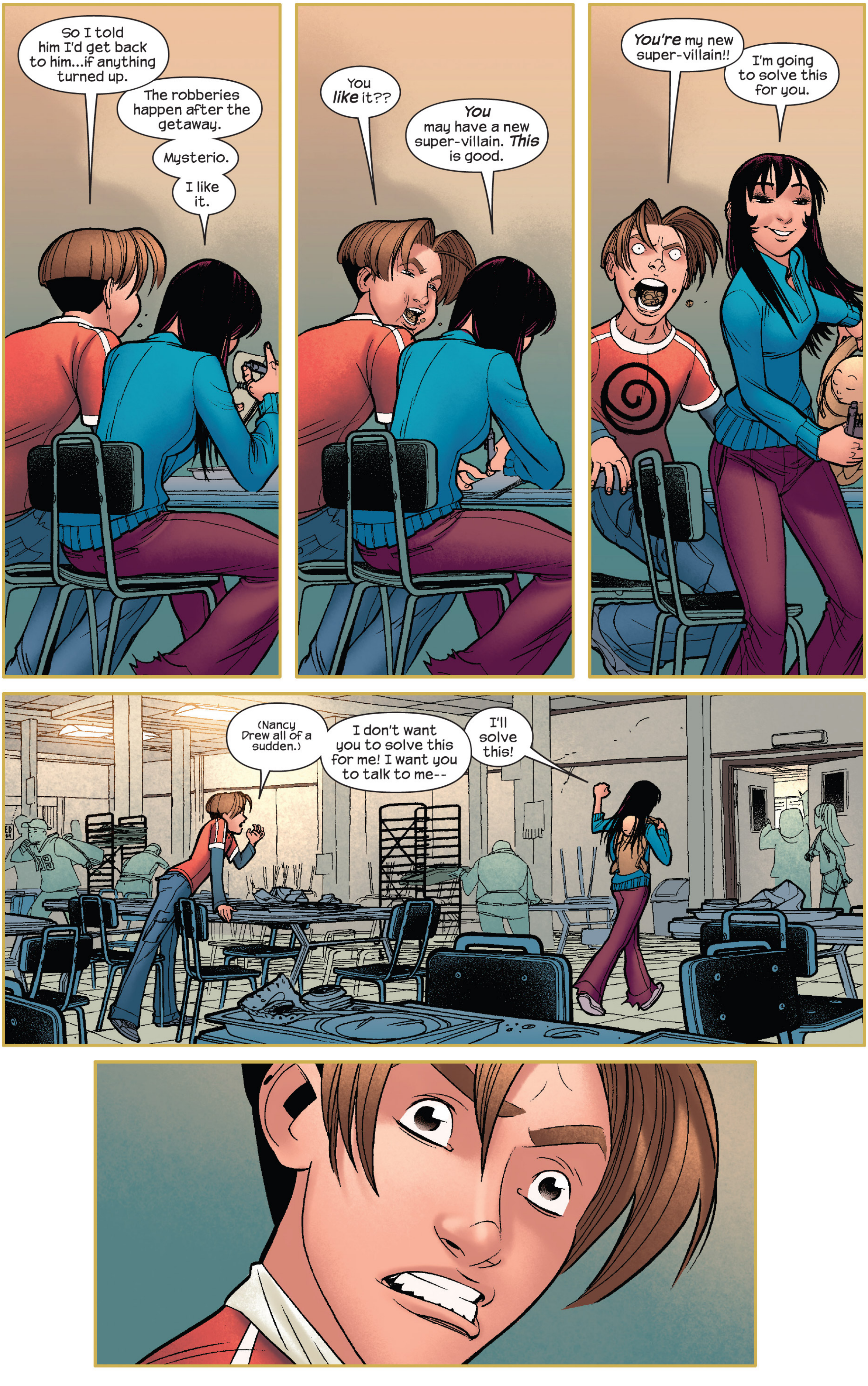

Just act natural.
What?
Act like everything is fine.
Is everything *not* fine?
Look. Do you see her?
Who?
Jessica Jones.
I don't know who that is.
Is she in the lunchroom?
I don't know who that is.
Senior. She runs the newscast.
Don't look.
What is going on?
I think she knows about you.
About me? Which part?
The part with the-- *don't look!!*
(The part with the mask.)
What did she say?
She--don't *look!!*
She has the entire news department working on Spider-Man!
Wow.
All *four* of you?
Come on. She looked right at me. She dared me.
Dared you to do what?
She *knows* we're, you know, *together.*
She *knows* and she's talking about Spider-Man right in front of me and she's looking right at me.
So she was talking to you and looking at you and instead of this being what people do... we are to believe this means...?
She's coming *after* you.
Okay, good to know.
So hey, why aren't you speaking to me?
I am.
You're not.
I'm right here.
MJ.
One minute we're--
Not now.
Not *now?*
We got bigger fish to fry.
No.
No, there's no bigger fish.
There's no fish and there's no frying.
Why are you being like this?
Tell me what happened with the car.
The car.
That robbed a bank. With no driver.
How do you know about that?
Because mrr mrr! over there is on to you.
Was it, what? On the news?
It was and now she has the news team.
Stop calling them that. It's four guys.
She's all over it and stop demeaning my extracurricular school activities.
I'm not, it's just- hey, I work at a big metropolitan newspaper.
Well la di da.
I'm saying. I have a thousand people looking up my webs.
This Jessica Jones... who cares?
She's closer to the story. She's on the inside. She's in school.
I didn't realize the thing with the car was on the news already.
What happened?
I mean, obviously, it's newsworthy.
No driver?
There *was* a car with no driver. It exploded, but...
and this is the interesting part...

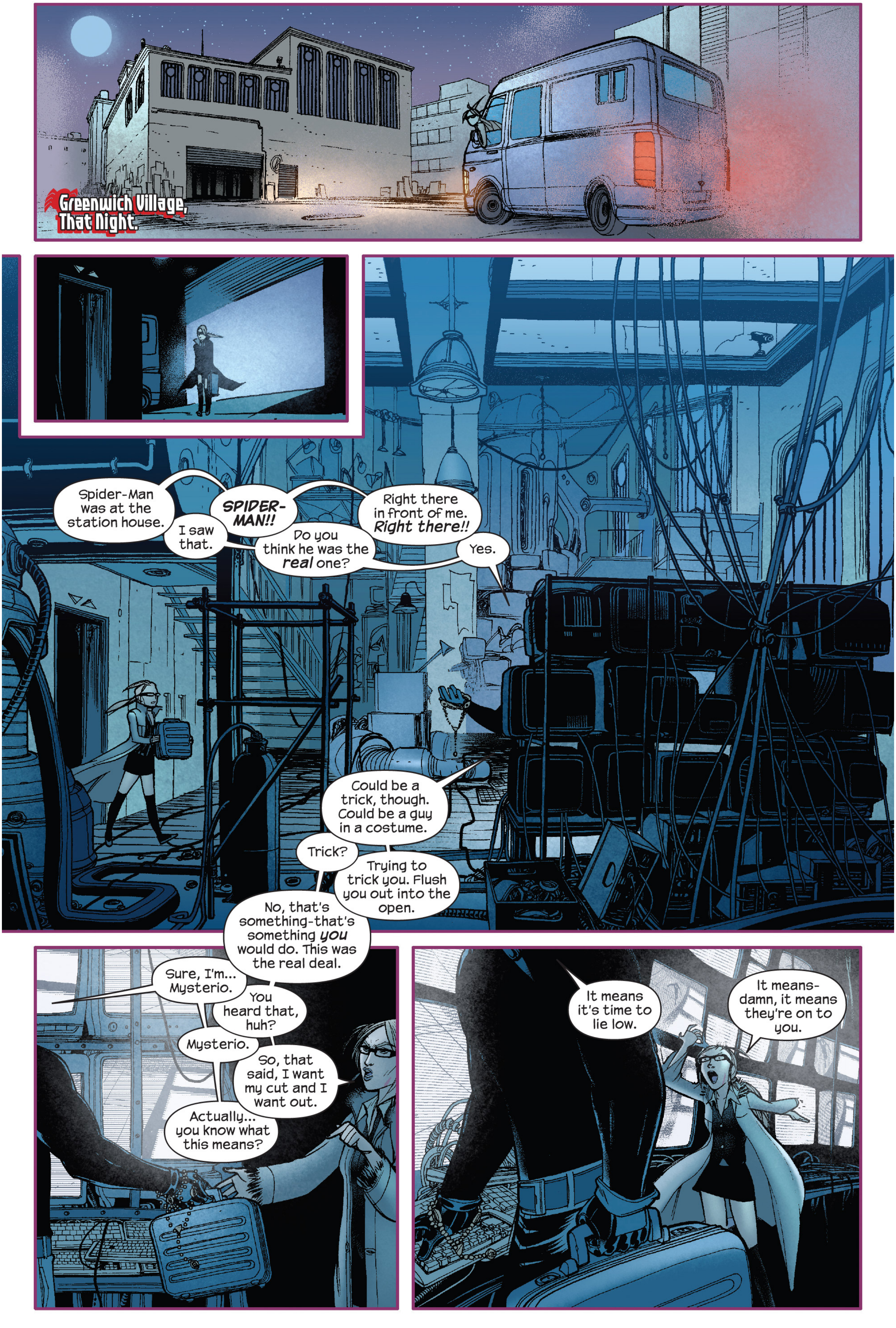

"The cops didn't blame me.
"In fact, when it all settled they thanked me for helping.
"Which is such a step up from them yelling at me and shooting at me, I can't even tell you."
Oh dude, ***thank you!!***
Oh, okay...
Seriously...
Not that I helped any.
Ya kidding? You helped plenty. Sorry about pulling my weapon on ya before...
Yeah, okay, uh, no worries.
Seriously though, what ***was*** this?
It was ***us*** being played.
Hey kid, Captain Frank Quaid.
I helped you with that thing with the Shocker.
Oh yeah, yeah, I meant to thank you.
We're even.
You make that mask yourself?
Um.
Never mind. Don't care.
People really could'a gotten hurt here.
This steams my calyoons but good.
So what, this a robbery or...?
You got a couple of minutes?

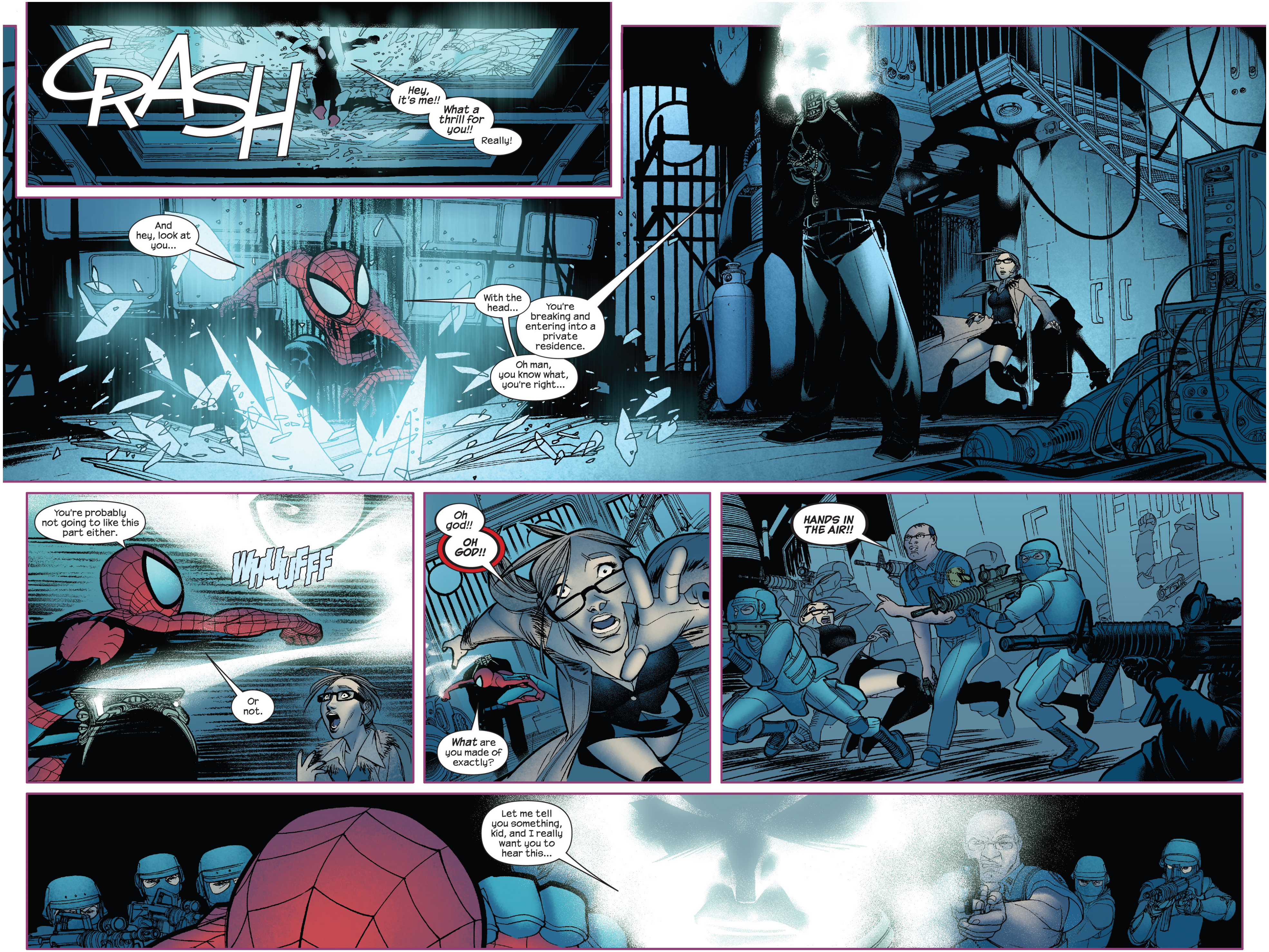

Tell that Lumpkin idiot to stop calling every time someone turns on a light at the Baxter Building.
Embrace change!! Embrace change!!
Hey, anyone see where my-
Uh, hi.
Back to work.
This isn't you tricking me so you can arrest me, is it?
Why would I arrest you?
Because I have persecution issues.
I'm just going to push past your issues and get to what I got, if that's okay.
Sure.
So here's what I got. Show him what I got.
Maggie...
Today!!
What is this?
Um... it's- it's security cam footage from the bank that was robbed.
You can't hear anything on this tape but- but the alarms sounded and...
Time says 5:45.
Officers got there in four minutes.
When they approached, the getaway car took off.
The officers pursued. You came in about two minutes later.
The rest you know.

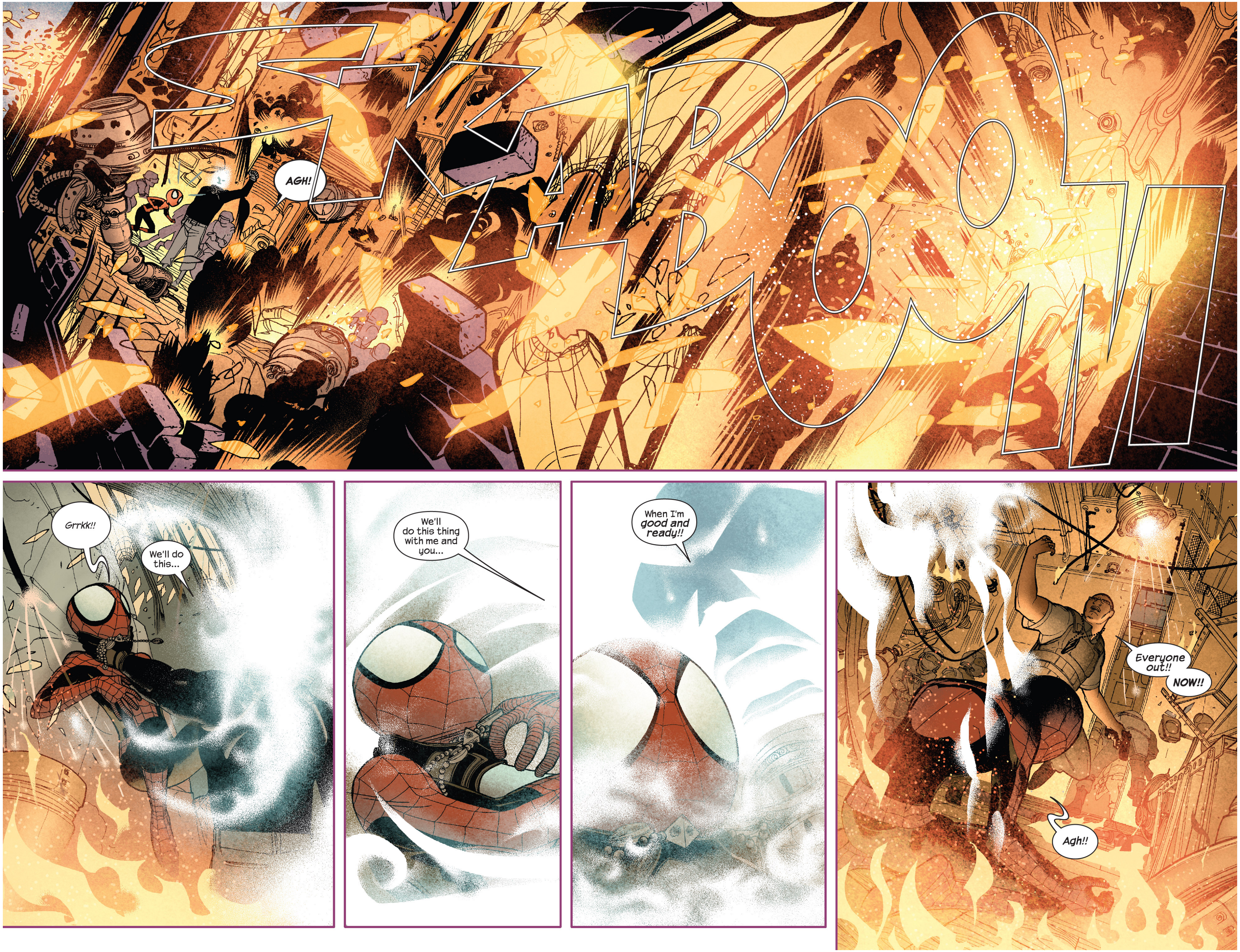


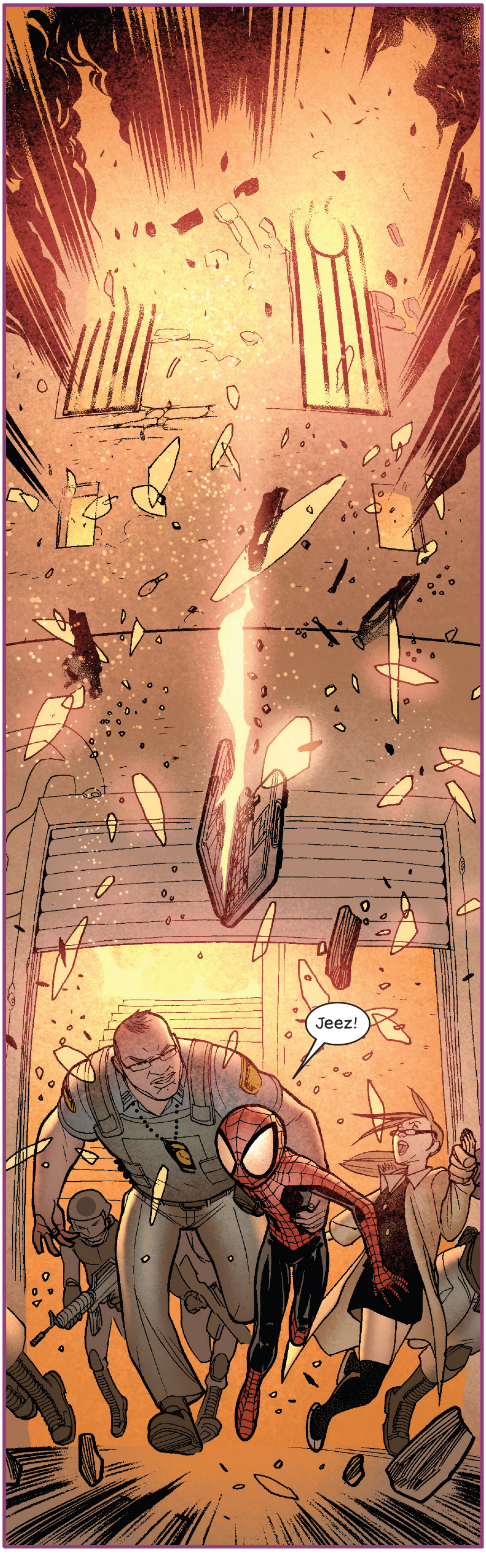

The robbery happened *after* the getaway?
Throwing off our response time and technique.
And this is the *fourth* one. This is the fourth time this exact schtick has happened around the boroughs by our mister Mysterio.
Fourth time?
Fourth time. So you'll understand my bubbling frustration.
Wow. How'd he do that?
You tell me.
How would I know?
Because you know people like this Mysterio.
People with powers and gadgets and personality disorders. You know this. So I need your help.
Mysterio... is his name?
We got to calling him that.
We have another name for him but you're under age, I think.
I'm asking *you* for help because I don't know *what* to do.
And if I don't figure it out, they'll find someone to take my job who does know what to do. Dig?
He's going to do it again.
Maybe he won't.
Maybe he has enough now.
They *always, always,* do it again.

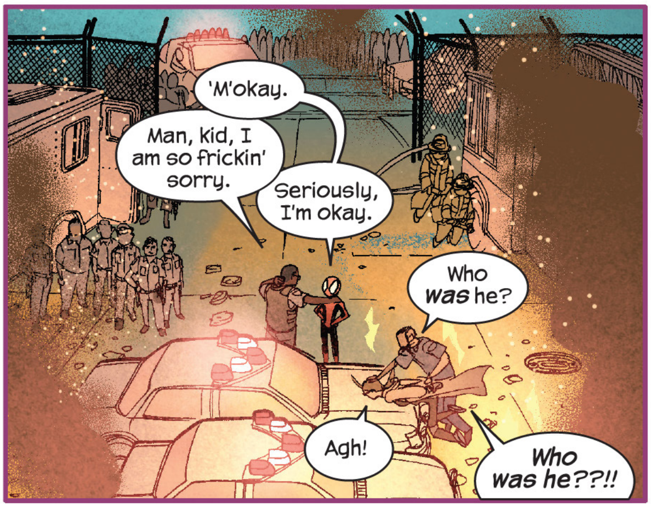

So I told him I'd get back to him...if anything turned up.
The robberies happen after the getaway.
Mysterio.
I like it.
You *like* it??
You may have a new super-villain. *This* is good.
You're my new super-villain!!
I'm going to solve this for you.
(Nancy Drew all of a sudden.)
I don't want you to solve this for me! I want you to talk to me--
I'll solve this!

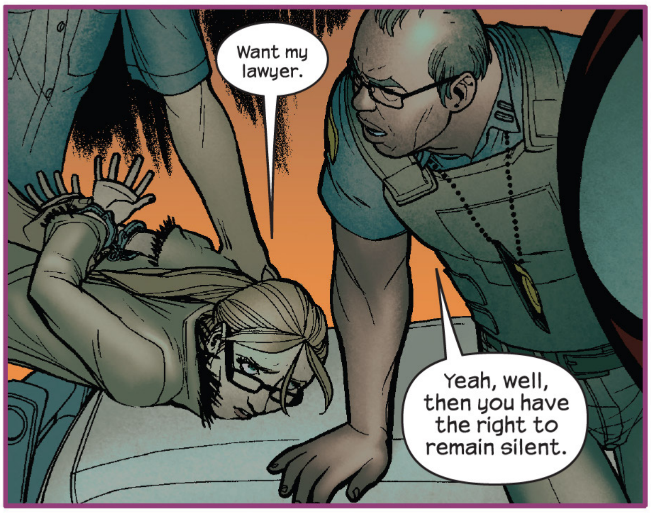

Greenwich Village, That Night.
Spider-Man was at the station house.
SPIDER-MAN!!
I saw that.
Right there in front of me. Right there!!
Do you think he was the real one?
Yes.
Could be a trick, though. Could be a guy in a costume.
Trick?
Trying to trick you. Flush you out into the open.
No, that's something-that's something you would do. This was the real deal.
Sure, I'm... Mysterio.
You heard that, huh?
Mysterio.
So, that said, I want my cut and I want out.
Actually... you know what this means?
It means it's time to lie low.
It means-damn, it means they're on to you.

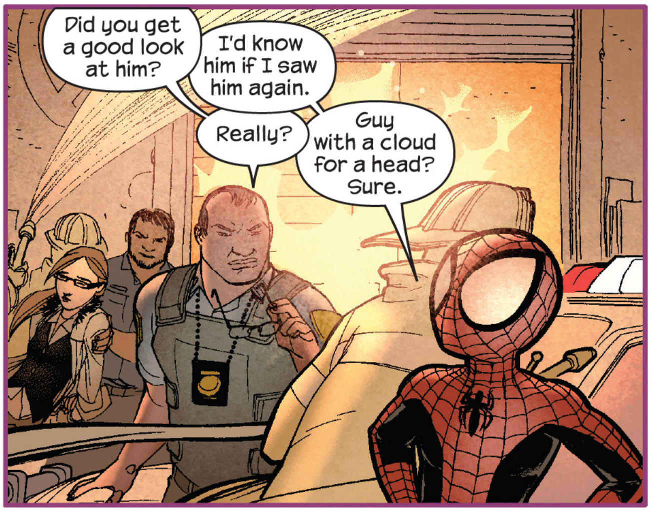

CRASH
Hey, it's me!!
What a thrill for you!!
Really!
And hey, look at you...
With the head...
You're breaking and entering into a private residence.
Oh man, you know what, you're right...
You're probably not going to like this part either.
WHUUFFF
Or not.
Oh god!!
OH GOD!!
What are you made of exactly?
HANDS IN THE AIR!!
Let me tell you something, kid, and I really want you to hear this...

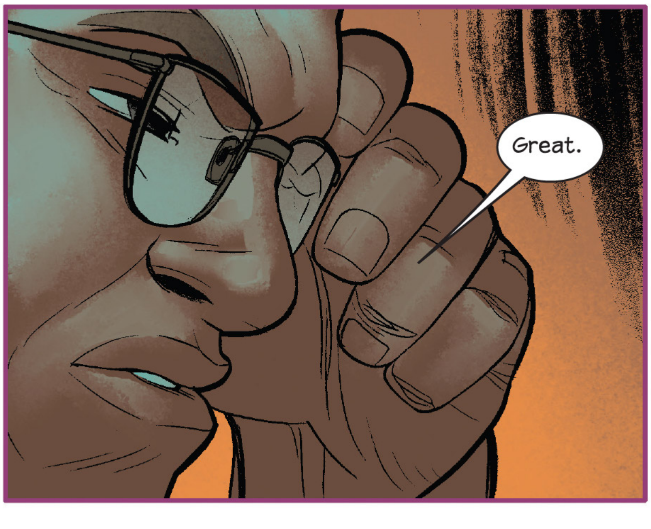

SKZARROOOM
AGH!
Grrkk!!
We'll do this...
We'll do this thing with me and you...
When I'm *good and ready!!*
Everyone out!! **NOW!!**
Agh!!

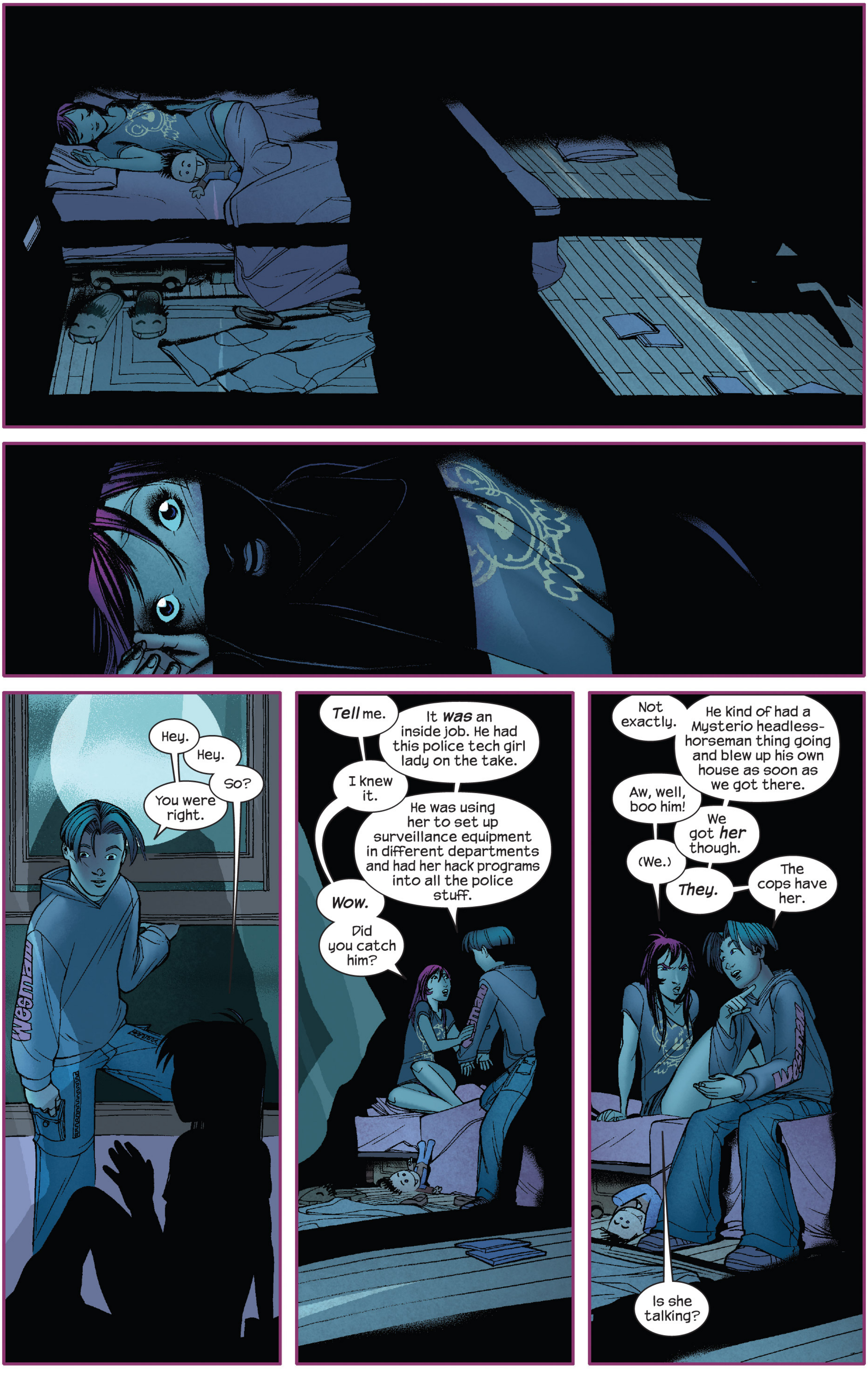

Jeez!

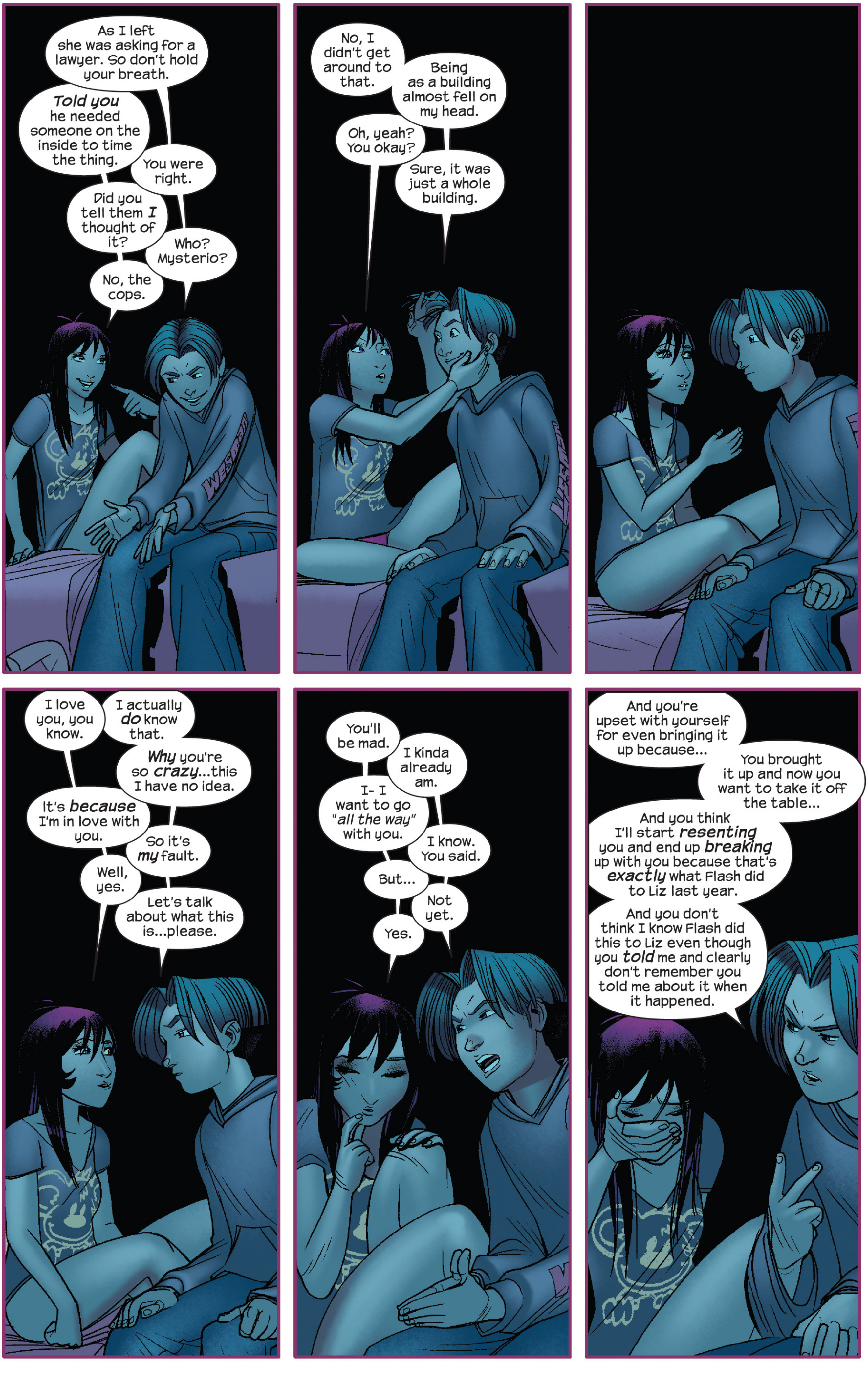

'M'okay.
Man, kid, I am so frickin' sorry.
Seriously, I'm okay.
Who *was* he?
Agh!
Who was he??!!

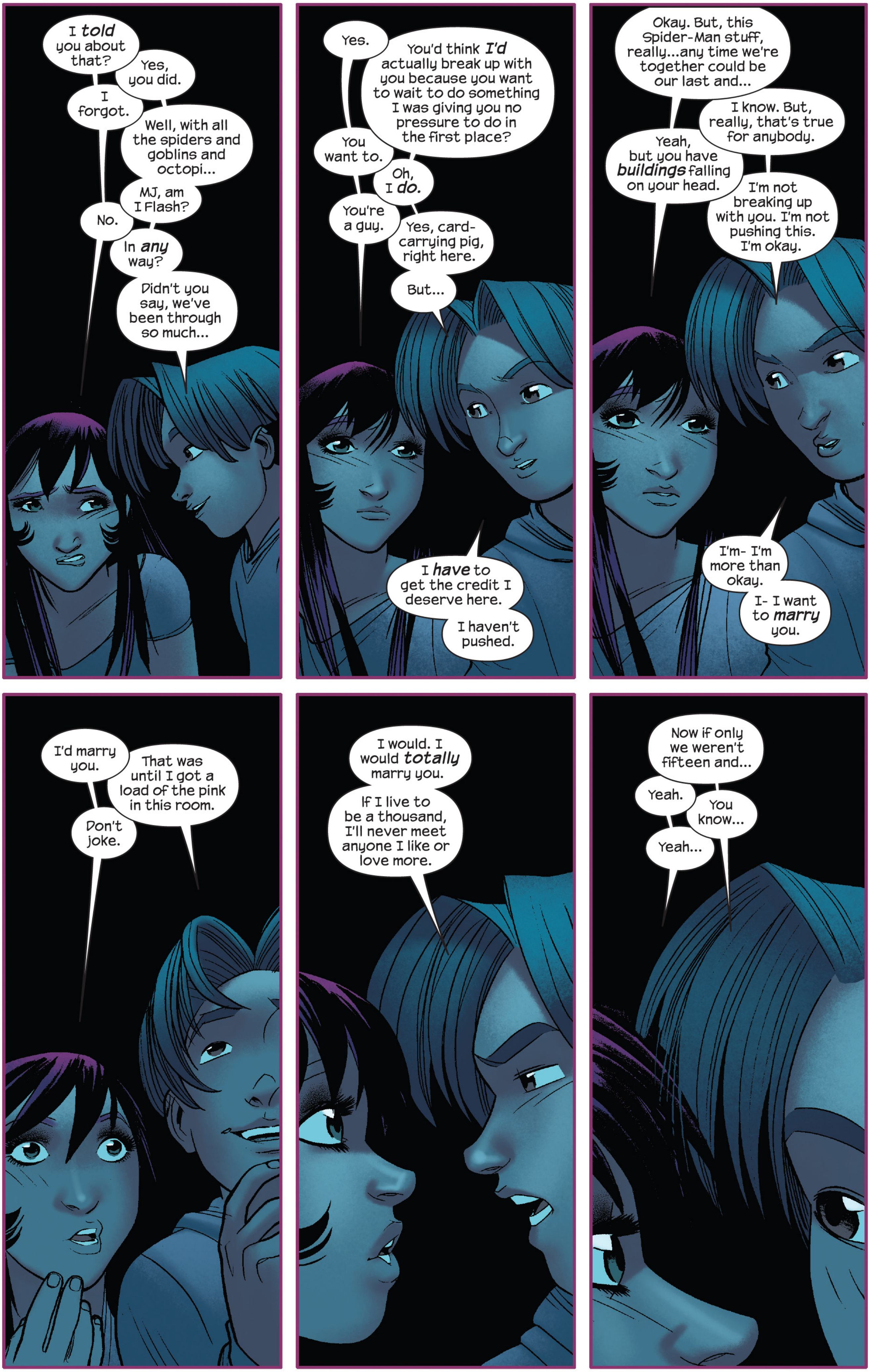

Want my lawyer.
Yeah, well, then you have the right to remain silent.

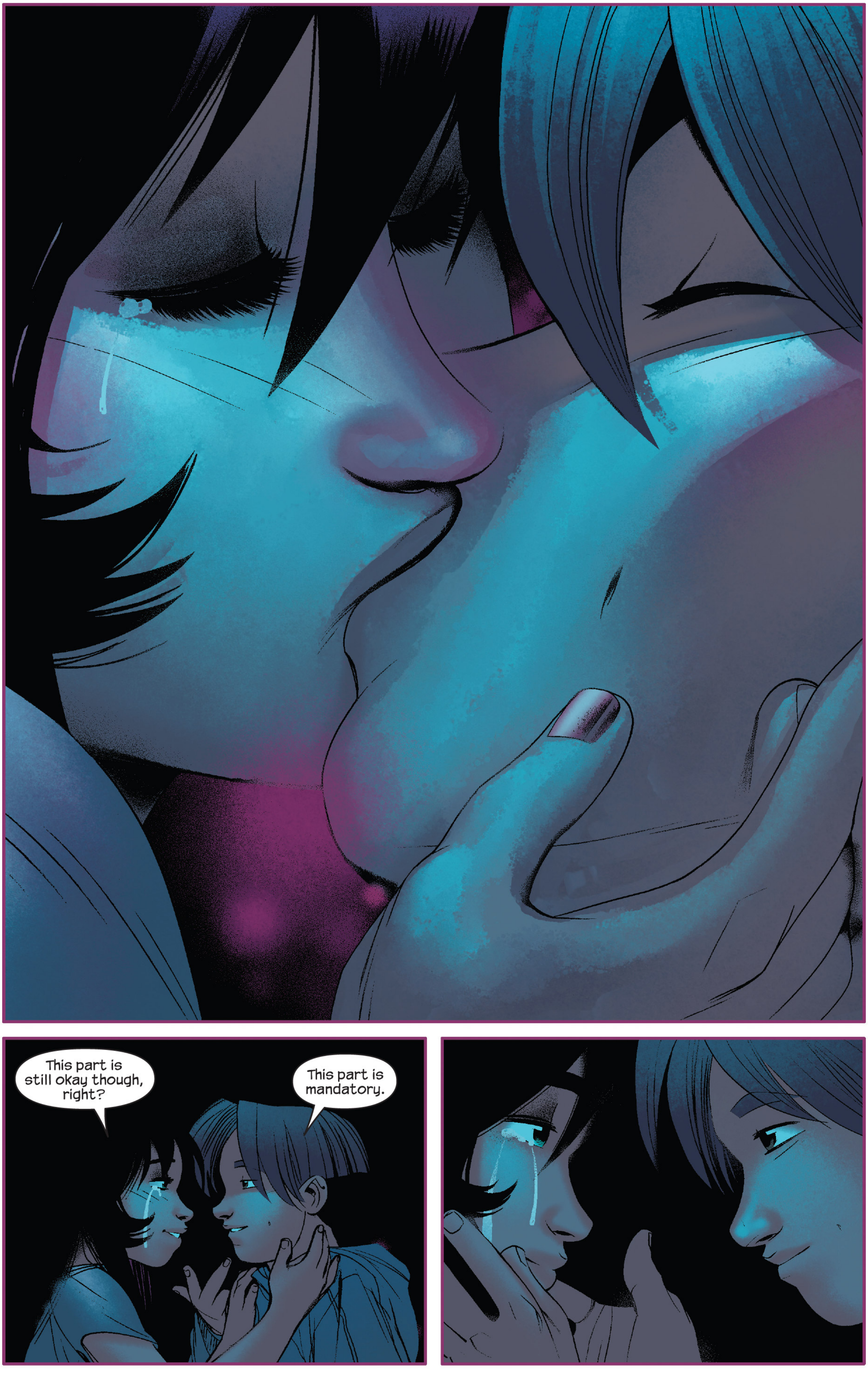

Did you get a good look at him?
I'd know him if I saw him again.
Really?
Guy with a cloud for a head? Sure.

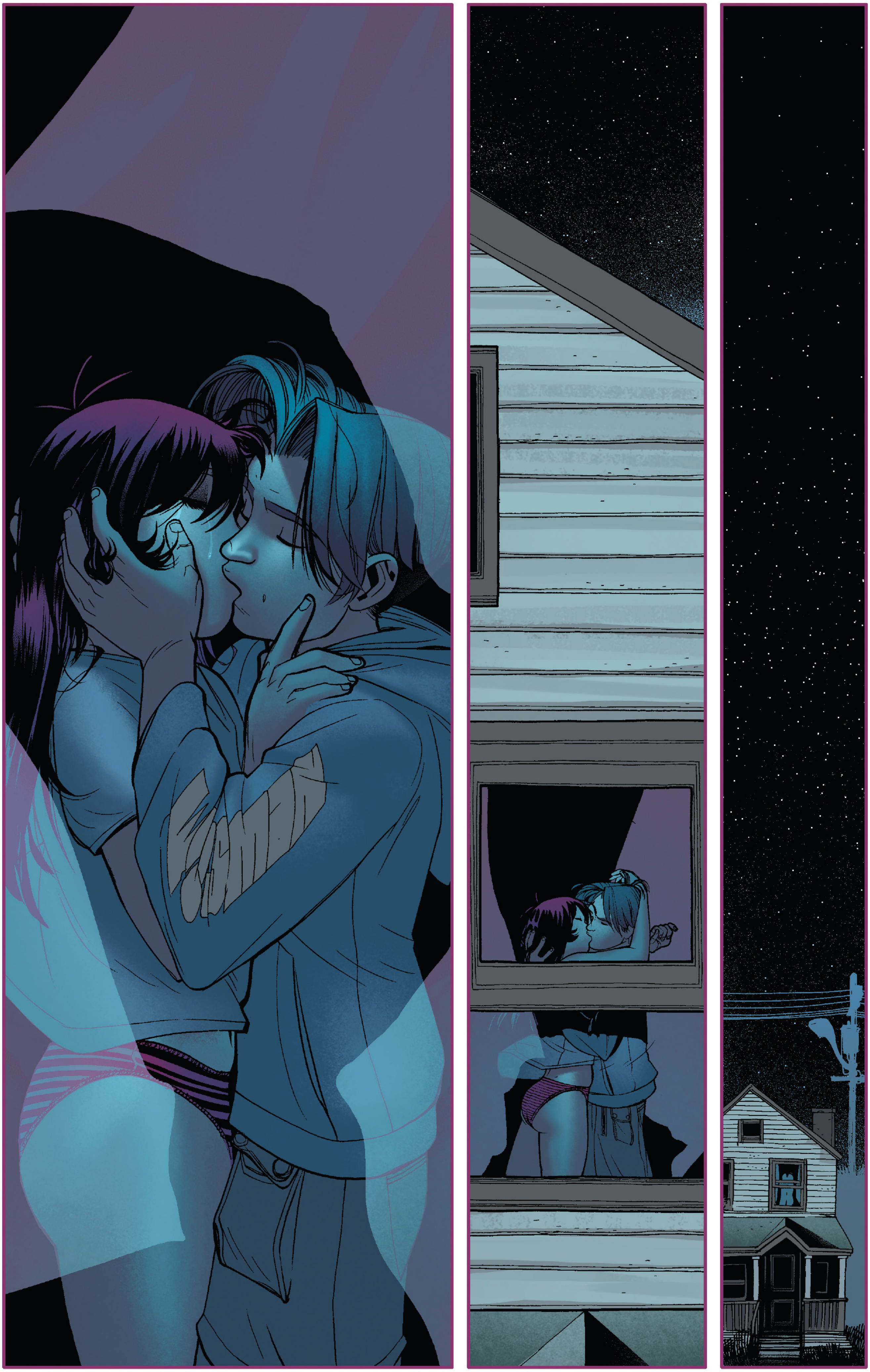

Great.

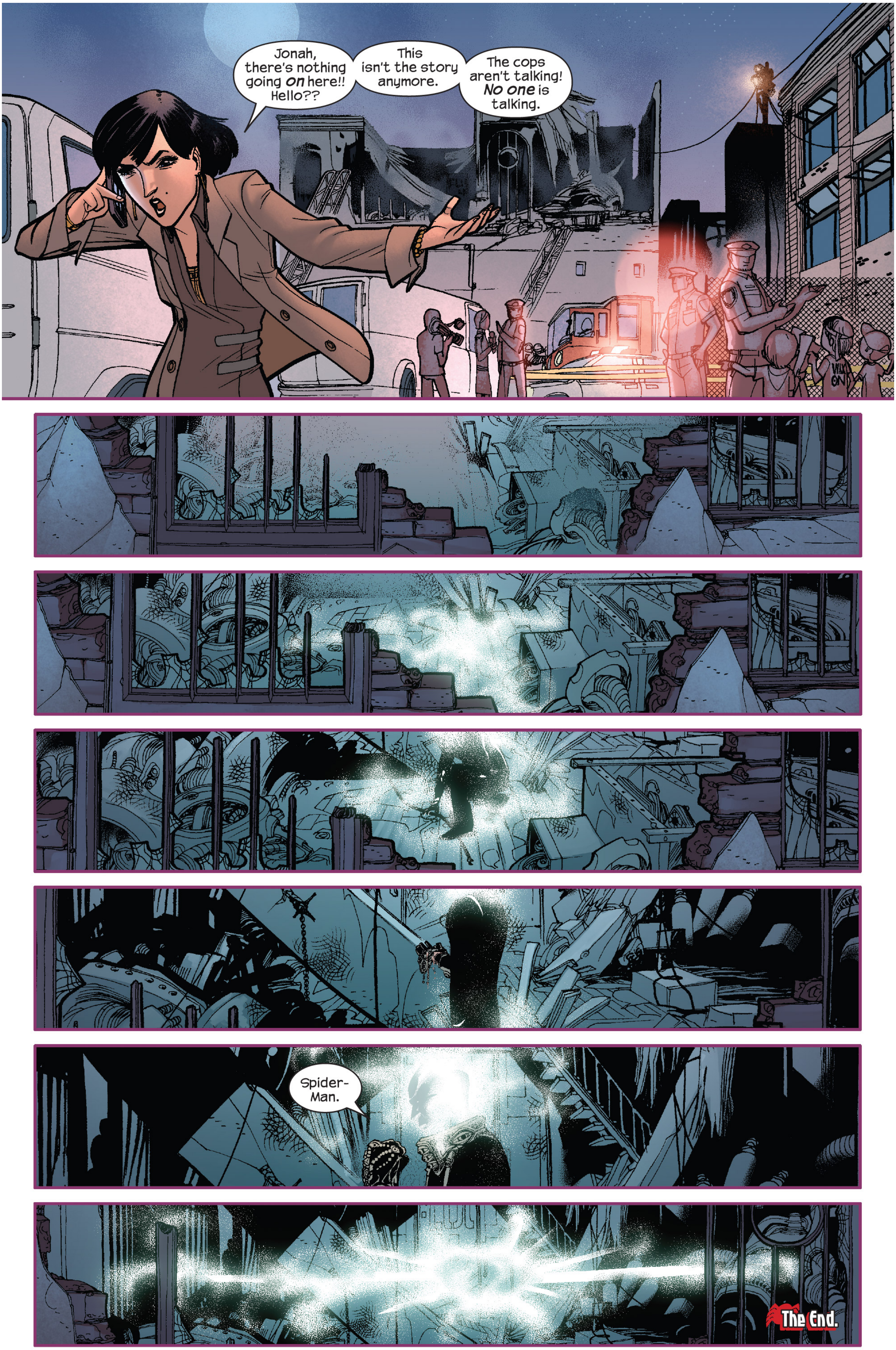

Hey.
Hey.
So?
You were right.
Tell me.
It was an inside job. He had this police tech girl lady on the take.
I knew it.
He was using her to set up surveillance equipment in different departments and had her hack programs into all the police stuff.
Wow.
Did you catch him?
Not exactly.
He kind of had a Mysterio headless-horseman thing going and blew up his own house as soon as we got there.
Aw, well, boo him!
We got her though.
(We.)
They.
The cops have her.
Is she talking?


As I left she was asking for a lawyer. So don't hold your breath.
Told you he needed someone on the inside to time the thing.
You were right.
Did you tell them *I* thought of it?
Who? Mysterio?
No, the cops.
No, I didn't get around to that.
Being as a building almost fell on my head.
Oh, yeah? You okay?
Sure, it was just a whole building.
I love you, you know.
I actually *do* know that.
Why you're so *crazy*...this I have no idea.
It's *because* I'm in love with you.
So it's *my* fault.
Well, yes.
Let's talk about what this is...please.
You'll be mad.
I kinda already am.
I- I want to go *"all the way"* with you.
I know. You said.
But...
Not yet.
Yes.
And you're upset with yourself for even bringing it up because...
You brought it up and now you want to take it off the table...
And you think I'll start *resenting* you and end up *breaking* up with you because that's *exactly* what Flash did to Liz last year.
And you don't think I know Flash did this to Liz even though you *told* me and clearly don't remember you told me about it when it happened.


I *told* you about that?
Yes, you did.
I forgot.
Well, with all the spiders and goblins and octopi...
MJ, am I Flash?
No.
In *any* way?
Didn't you say, we've been through so much...
Yes.
You'd think *I'd* actually break up with you because you want to wait to do something I was giving you no pressure to do in the first place?
You want to.
Oh, I *do.*
You're a guy.
Yes, card-carrying pig, right here.
But...
I *have* to get the credit I deserve here.
I haven't pushed.
Okay. But, this Spider-Man stuff, really...any time we're together could be our last and...
I know. But, really, that's true for anybody.
Yeah, but you have *buildings* falling on your head.
I'm not breaking up with you. I'm not pushing this. I'm okay.
I'm- I'm more than okay.
I- I want to *marry* you.
I'd marry you.
That was until I got a load of the pink in this room.
Don't joke.
I would. I would *totally* marry you.
If I live to be a thousand, I'll never meet anyone I like or love more.
Now if only we weren't fifteen and...
Yeah.
You know...
Yeah...


This part is still okay though, right?
This part is mandatory.




Jonah, there's nothing going *on* here!! Hello??
This isn't the story anymore.
The cops aren't talking! *No one* is talking.
Spider-Man.
The End.

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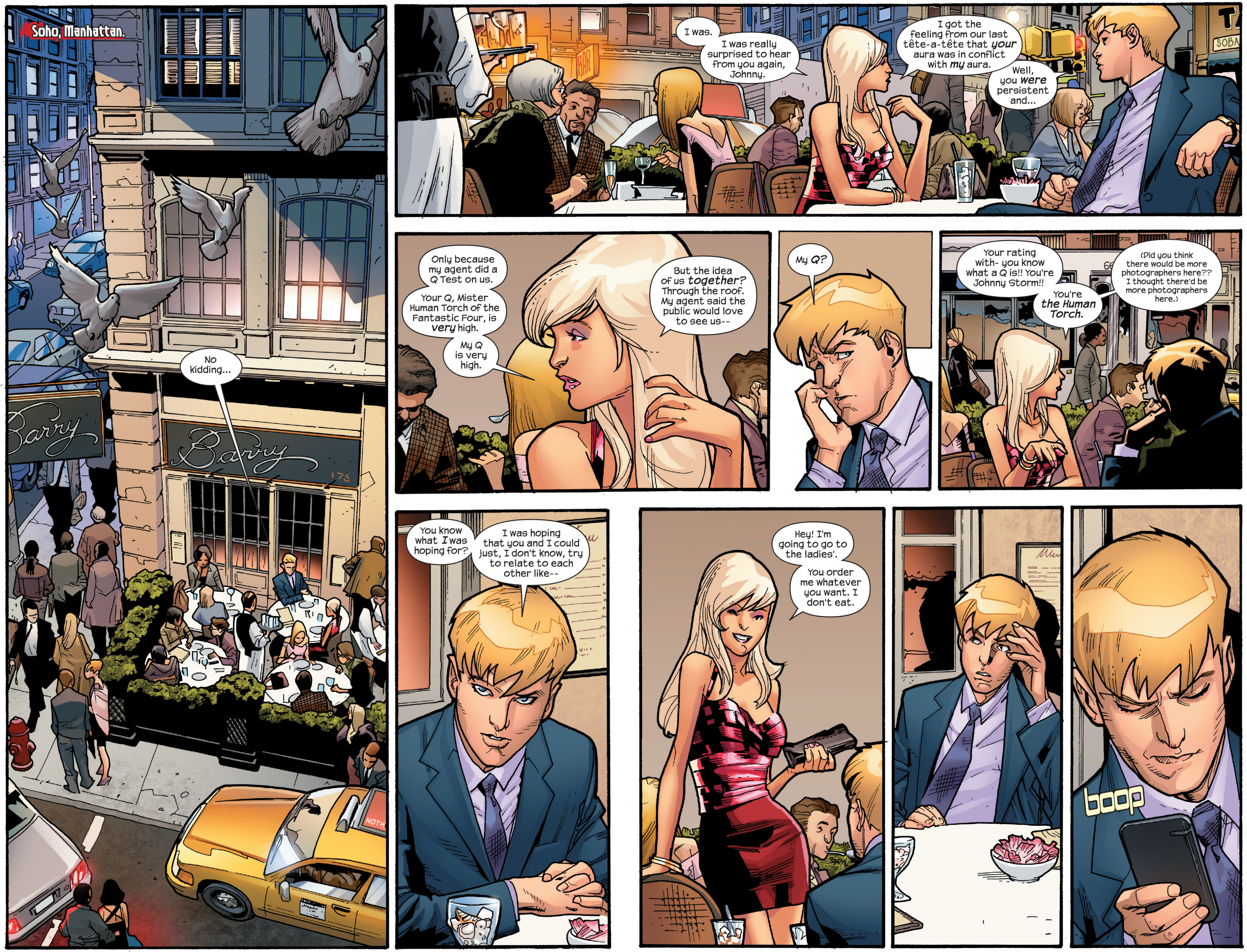
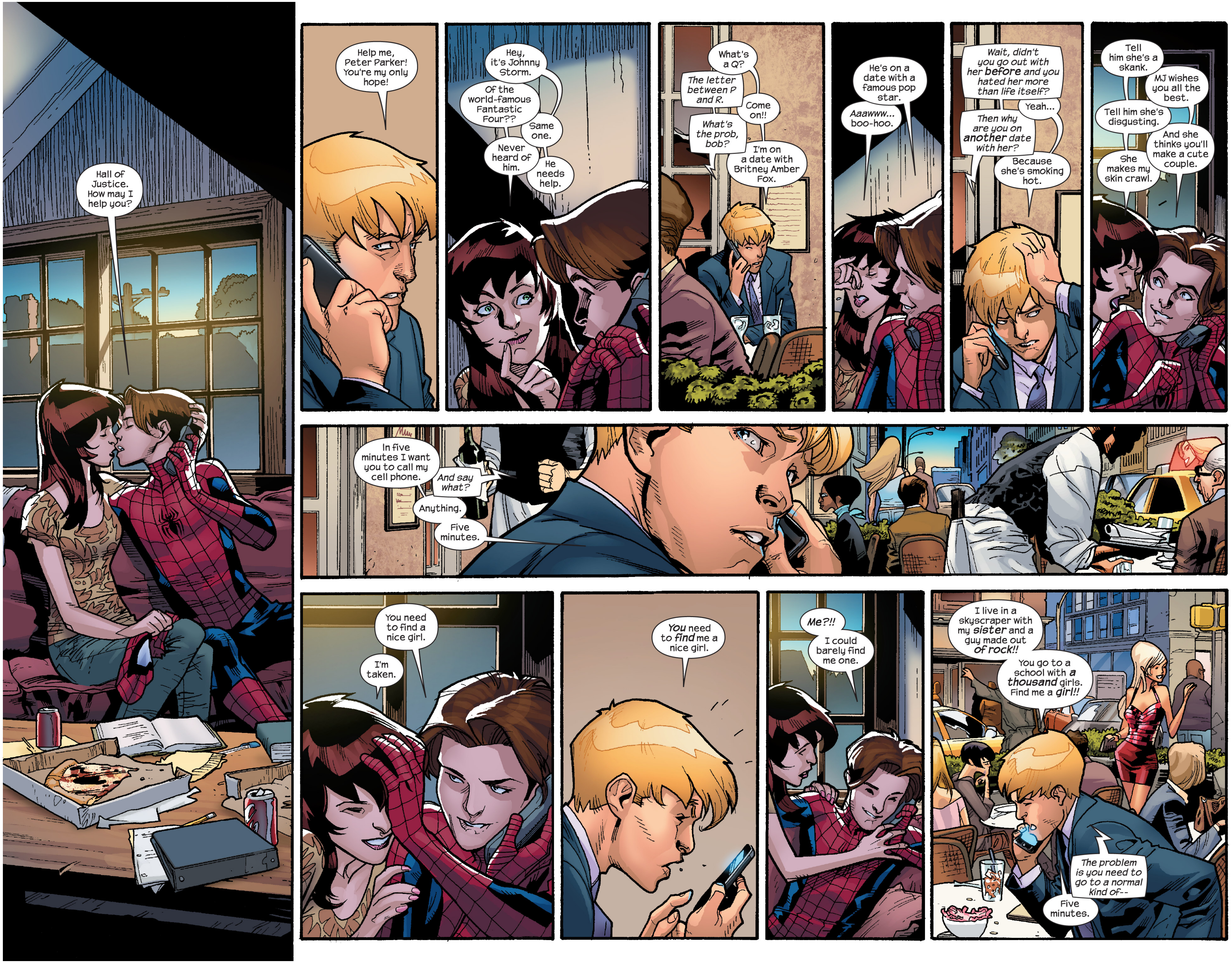
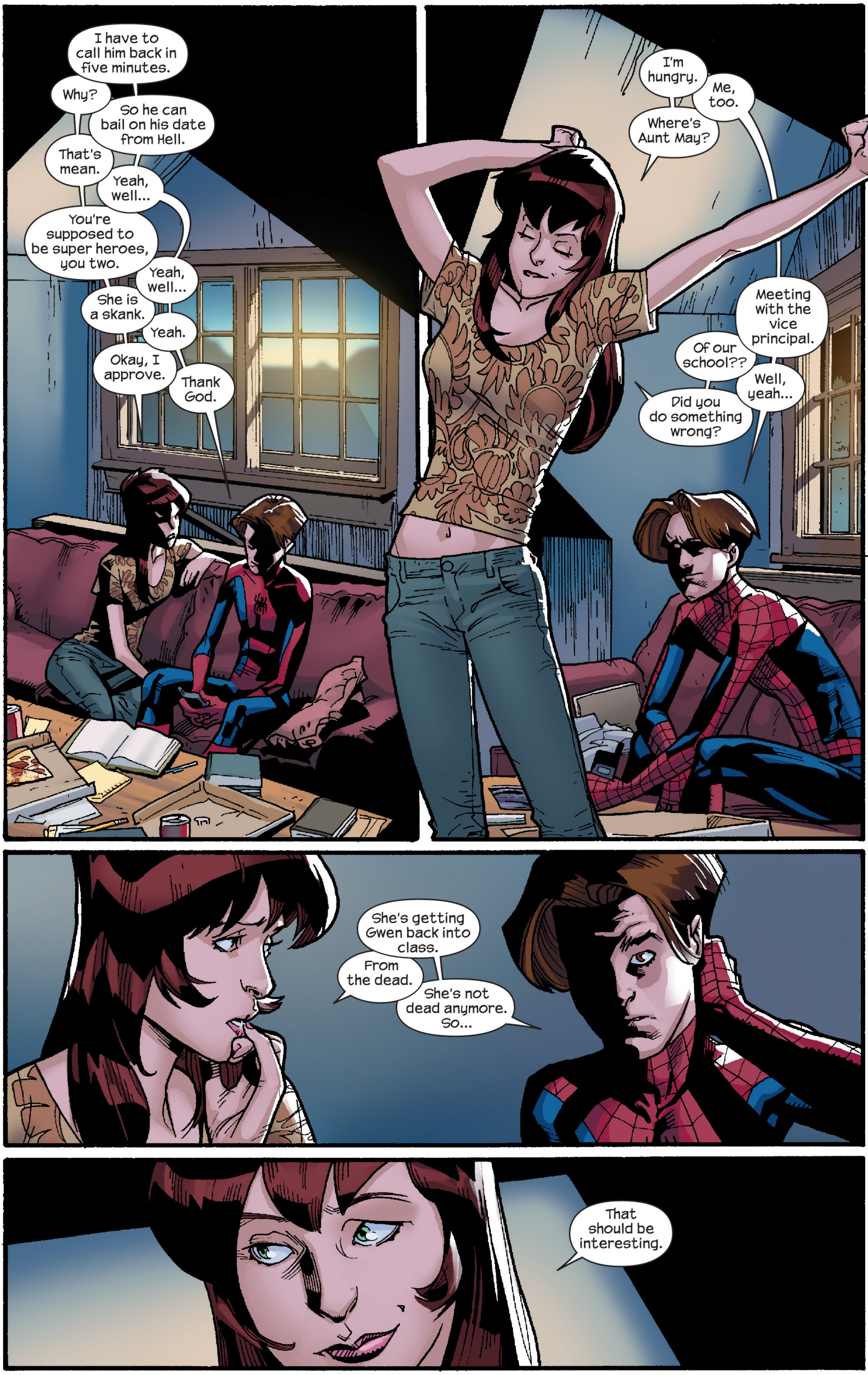
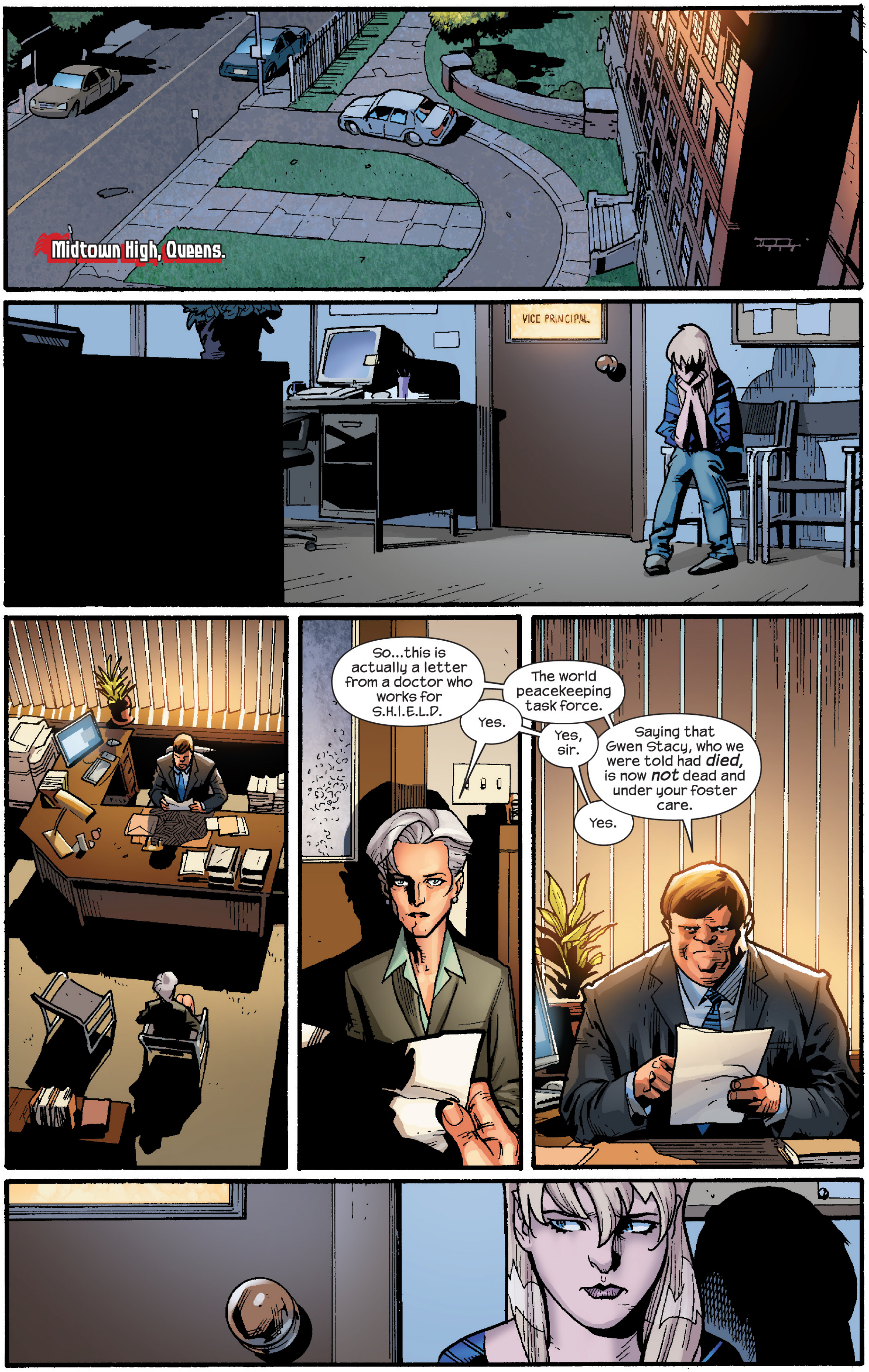
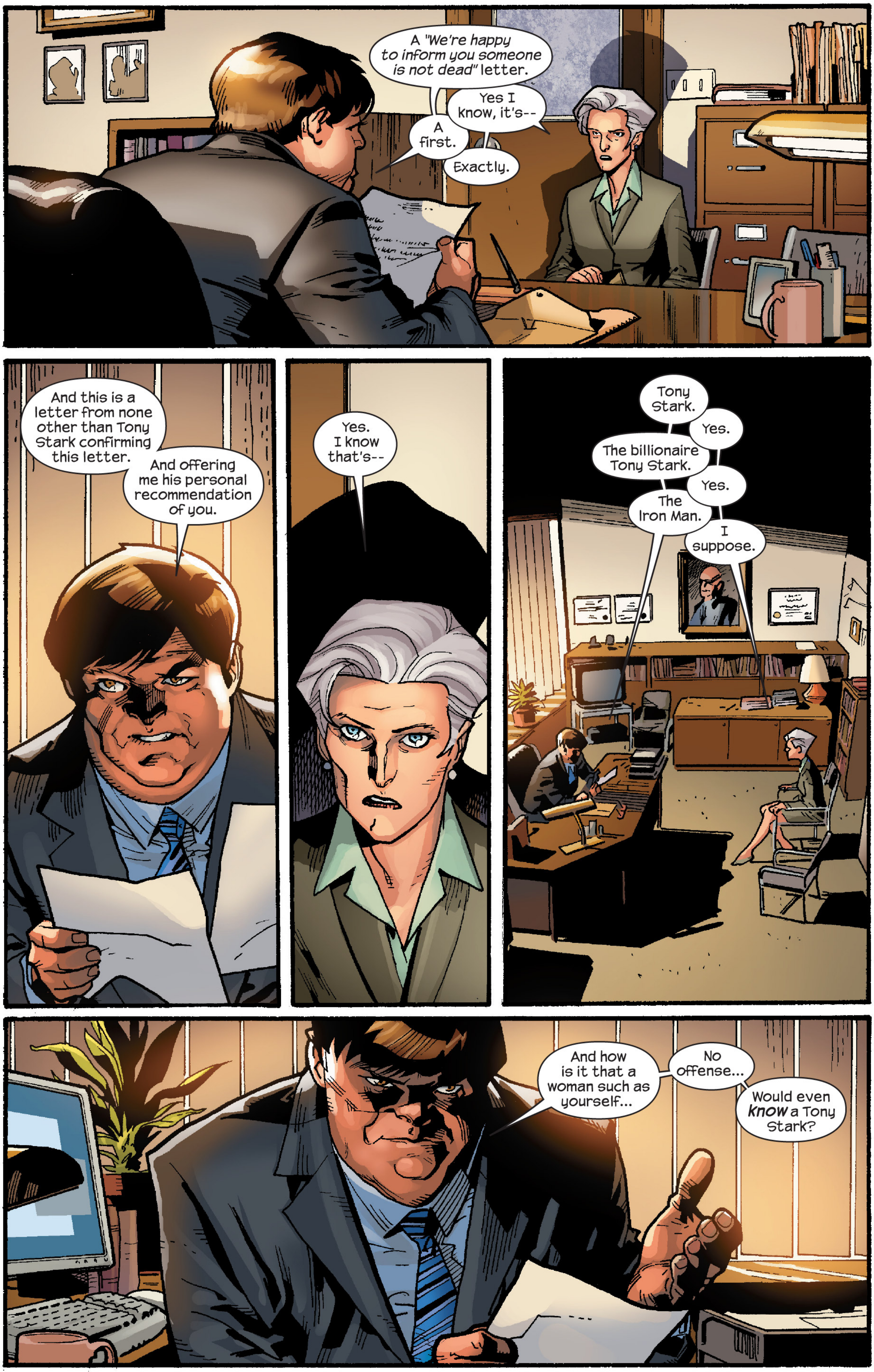
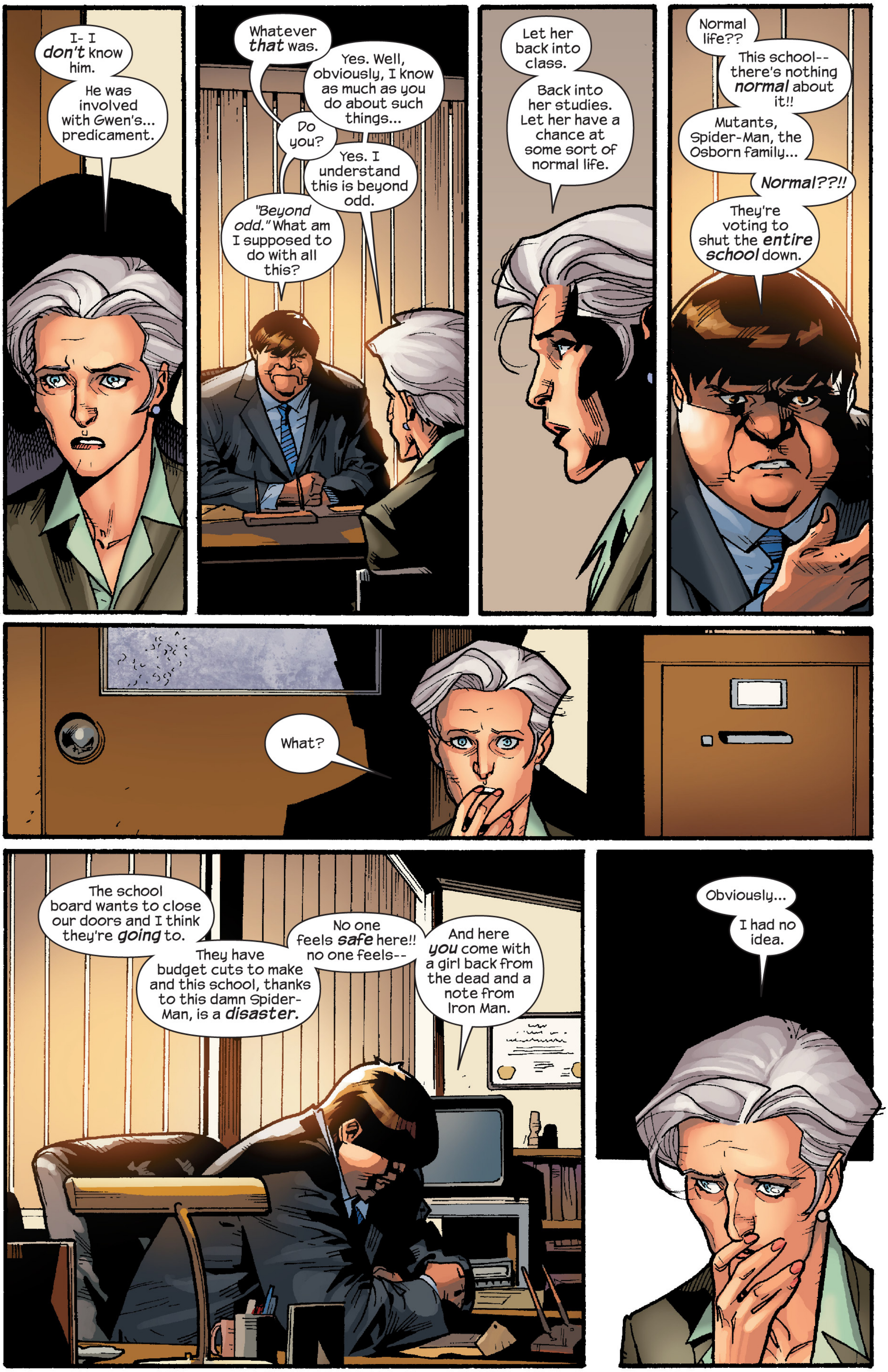

Soho, Manhattan.
Barry
Barry
No kidding...
I was.
I was really surprised to hear from you again, Johnny.
I got the feeling from our last tête-à-tête that *your* aura was in conflict with *my* aura.
Well, you *were* persistent and...
Only because my agent did a Q Test on us.
Your Q, Mister Human Torch of the Fantastic Four, is *very* high.
My Q is very high.
But the idea of us *together?* Through the roof. My agent said the public would love to see us--
My *Q?*
Your rating with- you know what a Q is!! You're Johnny Storm!!
You're **the Human Torch.**
(Did you think there would be more photographers here?? I thought there'd be more photographers here.)
You know what *I* was hoping for?
I was hoping that you and I could just, I don't know, try to relate to each other like--
Hey! I'm going to go to the ladies'.
You order me whatever you want. I don't eat.
boop

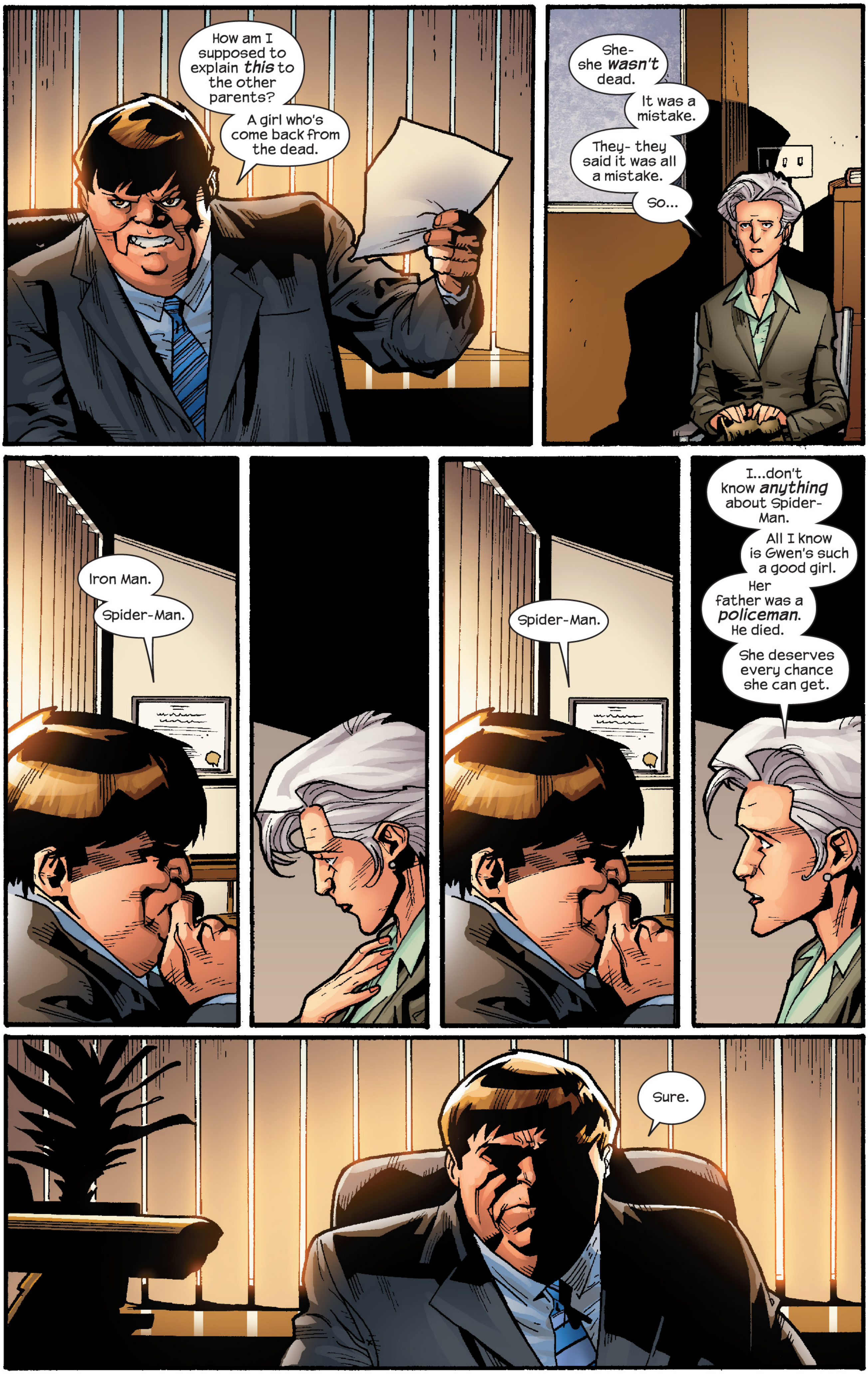

Hall of Justice. How may I help you?
Help me, Peter Parker! You're my only hope!
Hey, it's Johnny Storm.
Of the world-famous Fantastic Four??
Same one.
Never heard of him.
He needs help.
What's a Q?
The letter between P and R.
Come on!!
What's the prob, bob?
I'm on a date with Britney Amber Fox.
He's on a date with a famous pop star.
Aaawww... boo-hoo.
Wait, didn't you go out with her before and you hated her more than life itself?
Yeah...
Then why are you on another date with her?
Because she's smoking hot.
Tell him she's a skank.
MJ wishes you all the best.
Tell him she's disgusting.
And she thinks you'll make a cute couple.
She makes my skin crawl.
In five minutes I want you to call my cell phone.
And say what?
Anything.
Five minutes.
You need to find a nice girl.
I'm taken.
You need to find me a nice girl.
Me?!!
I could barely find me one.
I live in a skyscraper with my sister and a guy made out of rock!!
You go to a school with a thousand girls. Find me a girl!!
The problem is you need to go to a normal kind of--
Five minutes.

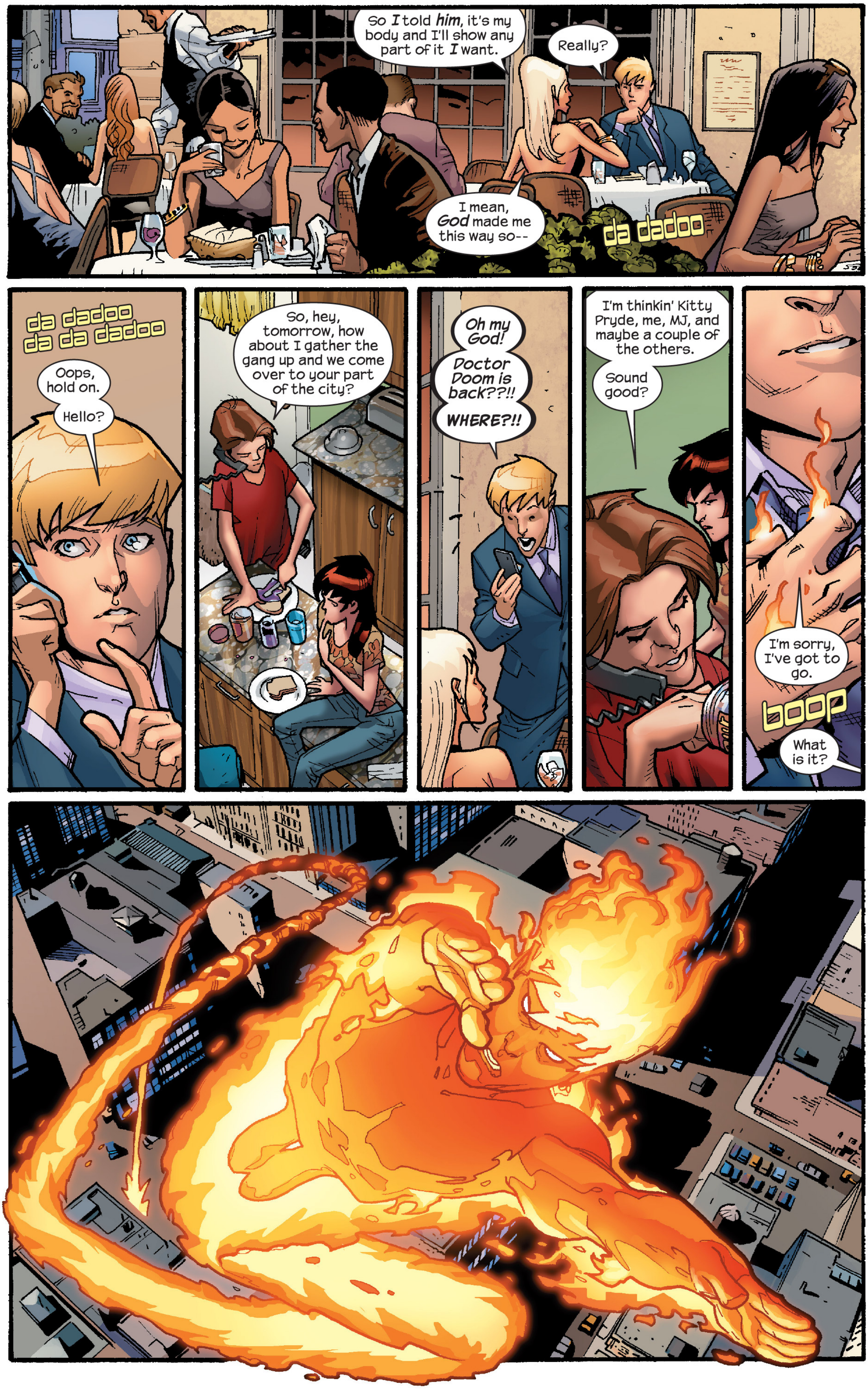

I have to call him back in five minutes.
Why?
So he can bail on his date from Hell.
That's mean.
Yeah, well...
You're supposed to be super heroes, you two.
Yeah, well...
She is a skank.
Yeah.
Okay, I approve.
Thank God.
I'm hungry.
Me, too.
Where's Aunt May?
Meeting with the vice principal.
Of our school??
Well, yeah...
Did you do something wrong?
She's getting Gwen back into class.
From the dead.
She's not dead anymore. So...
That should be interesting.

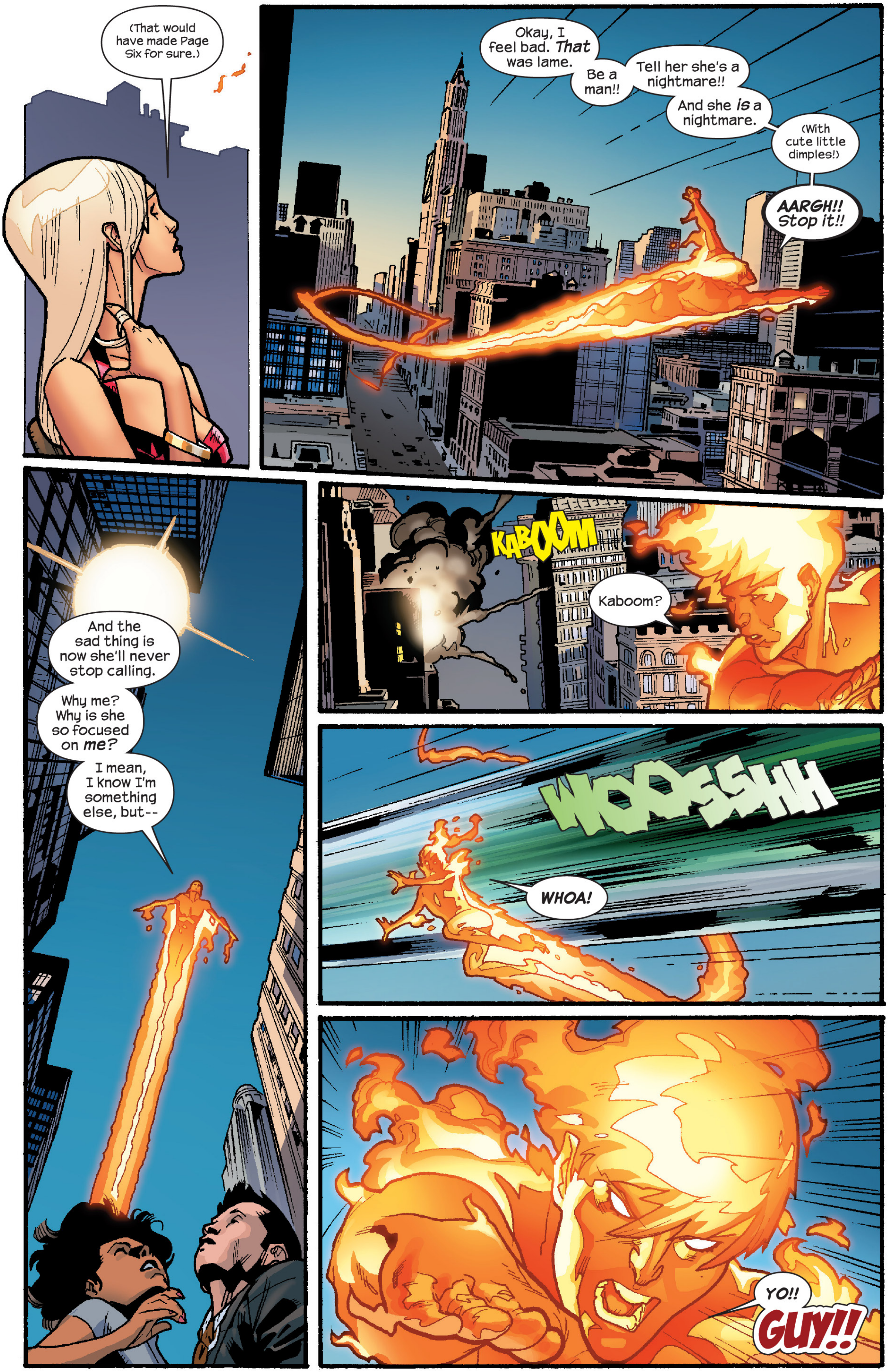

Midtown High, Queens.
VICE PRINCIPAL
So...this is actually a letter from a doctor who works for S.H.I.E.L.D.
Yes.
The world peacekeeping task force.
Yes, sir.
Saying that Gwen Stacy, who we were told had *died,* is now ***not*** dead and under your foster care.
Yes.

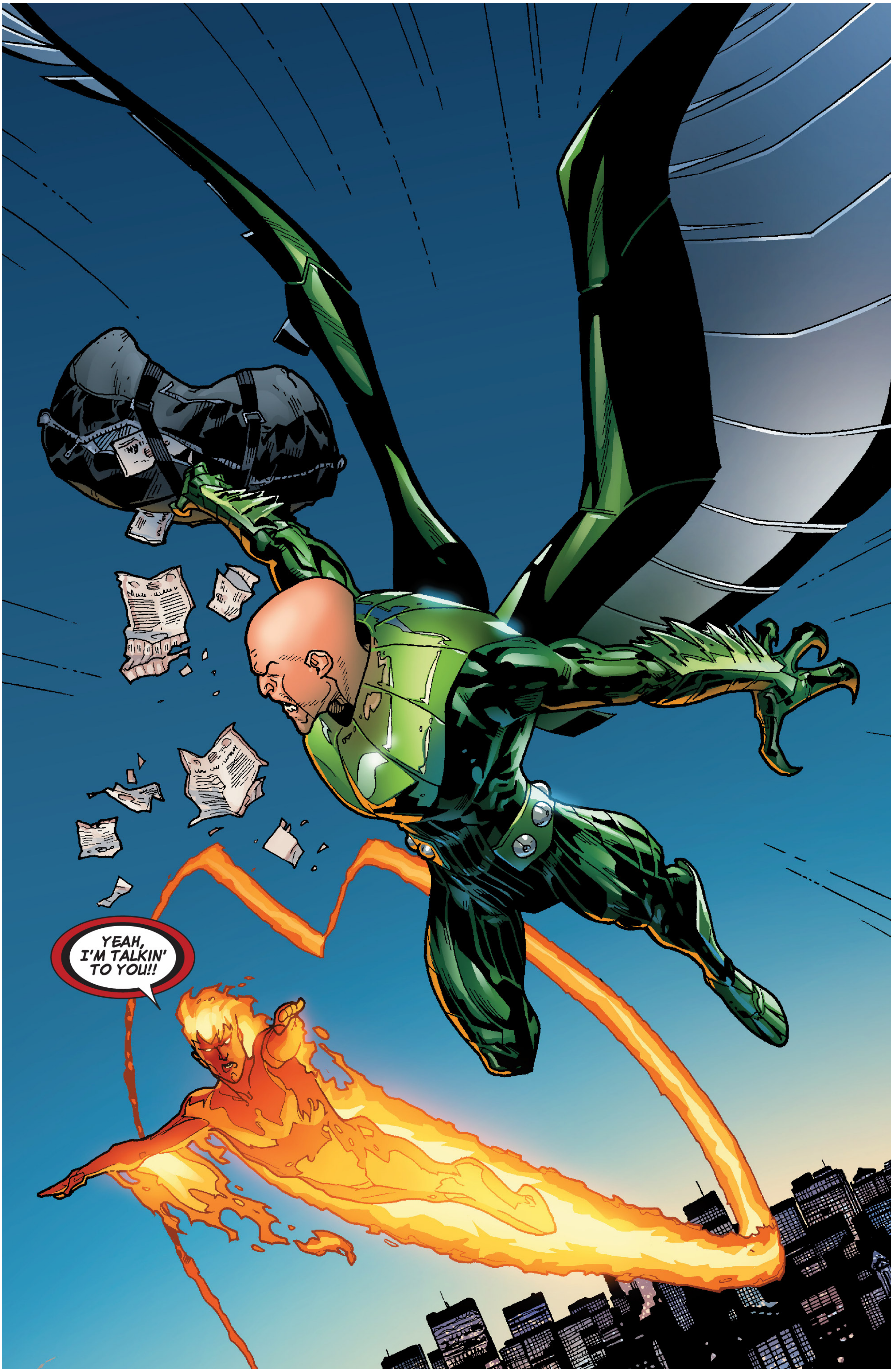

A *"We're happy to inform you someone is not dead"* letter.
A first.
Yes I know, it's--
Exactly.
And this is a letter from none other than Tony Stark confirming this letter.
And offering me his personal recommendation of you.
Yes. I know that's--
Tony Stark.
Yes.
The billionaire Tony Stark.
Yes.
The Iron Man.
I suppose.
And how is it that a woman such as yourself...
No offense...
Would even ***know*** a Tony Stark?

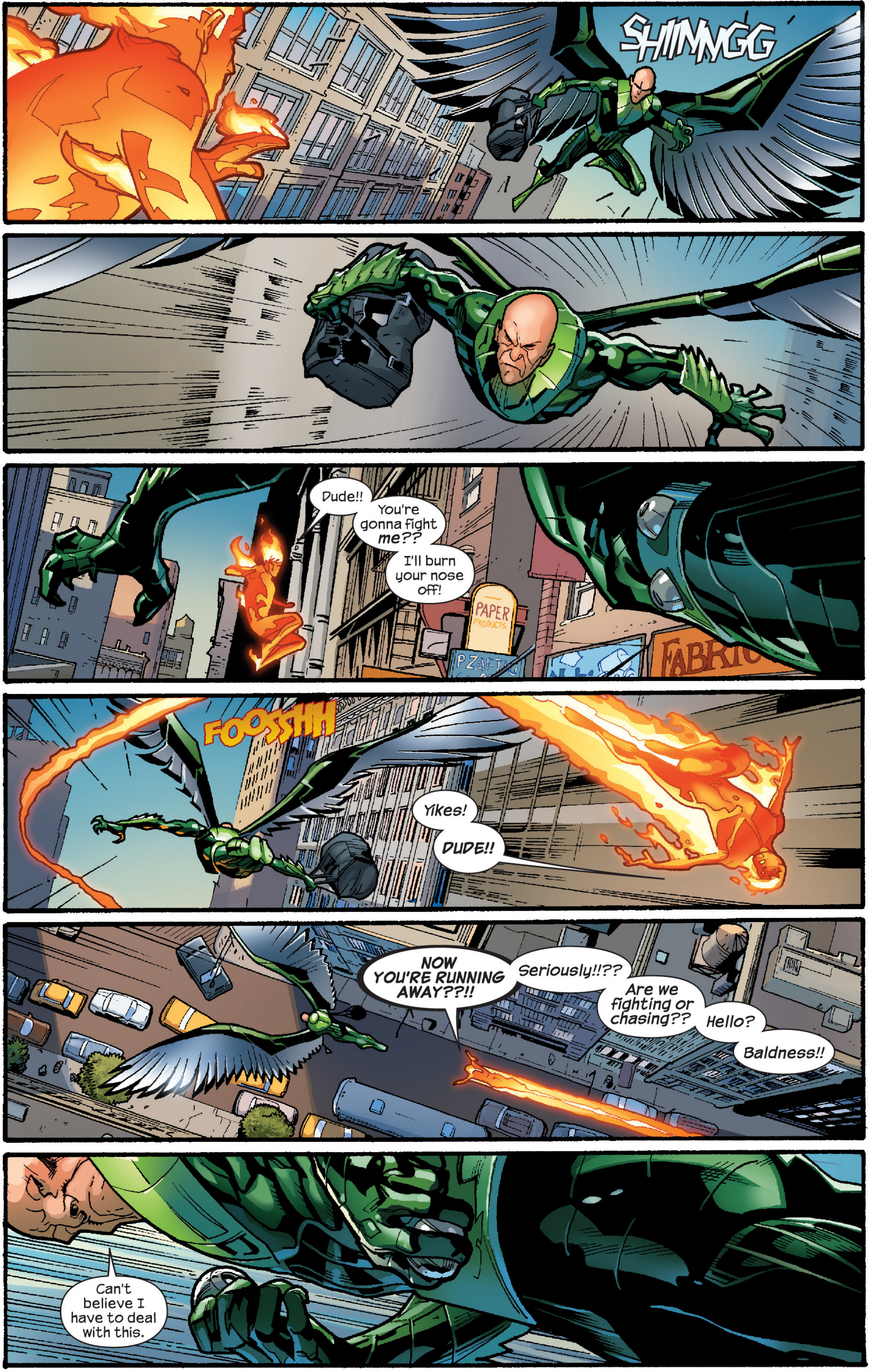

I- I *don't* know him.
He was involved with Gwen's... predicament.
Whatever *that* was.
Yes. Well, obviously, I know as much as you do about such things...
Do you?
Yes. I understand this is beyond odd.
"Beyond odd." What am I supposed to do with all this?
Let her back into class.
Back into her studies. Let her have a chance at some sort of normal life.
Normal life??
This school-- there's nothing *normal* about it!!
Mutants, Spider-Man, the Osborn family...
Normal??!!
They're voting to shut the *entire school* down.
What?
The school board wants to close our doors and I think they're *going* to.
They have budget cuts to make and this school, thanks to this damn Spider-Man, is a *disaster.*
No one feels *safe* here!! no one feels--
And here *you* come with a girl back from the dead and a note from Iron Man.
Obviously...
I had no idea.

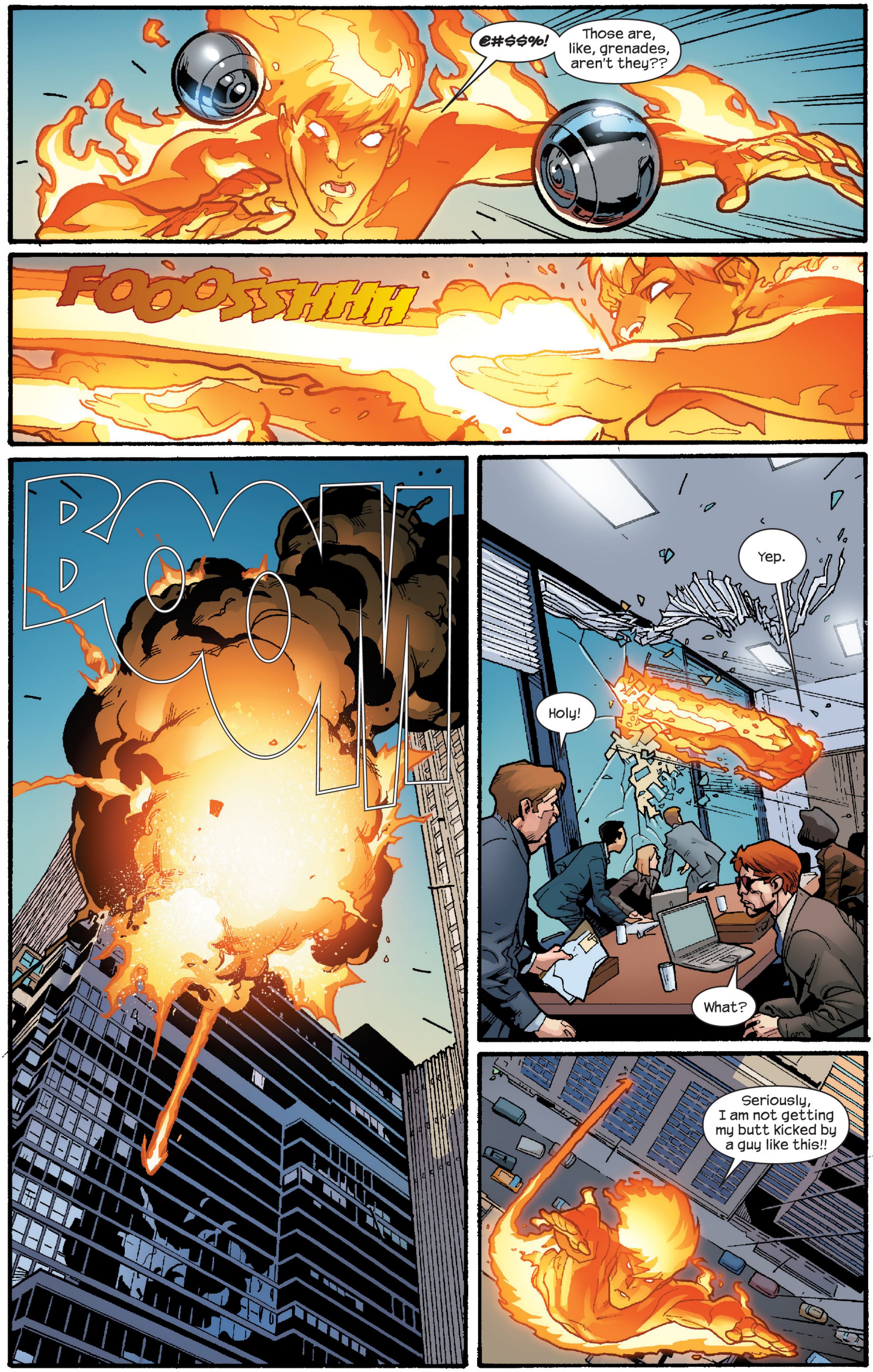

How am I supposed to explain *this* to the other parents?
A girl who's come back from the dead.
She- she *wasn't* dead.
It was a mistake.
They- they said it was all a mistake.
So...
Iron Man.
Spider-Man.
Spider-Man.
I...don't know *anything* about Spider-Man.
All I know is Gwen's such a good girl.
Her father was a *policeman*. He died.
She deserves every chance she can get.
Sure.

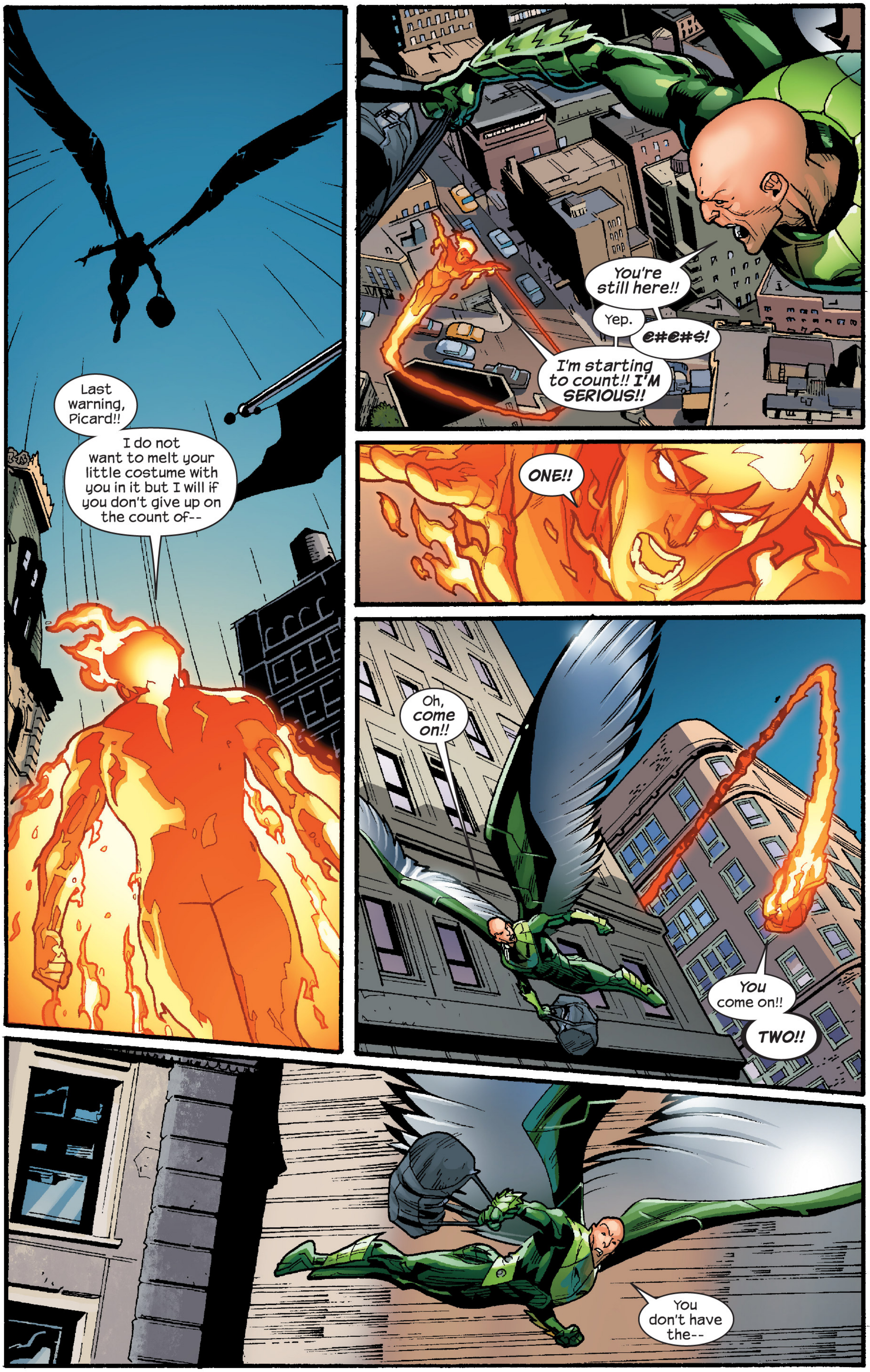

So I told him, it's my body and I'll show any part of it I want.
Really?
I mean, God made me this way so--
da dadoo
da dadoo da da dadoo
Oops, hold on.
Hello?
So, hey, tomorrow, how about I gather the gang up and we come over to your part of the city?
Oh my God!
Doctor Doom is back??!!
WHERE?!!
I'm thinkin' Kitty Pryde, me, MJ, and maybe a couple of the others.
Sound good?
I'm sorry, I've got to go.
boop
What is it?

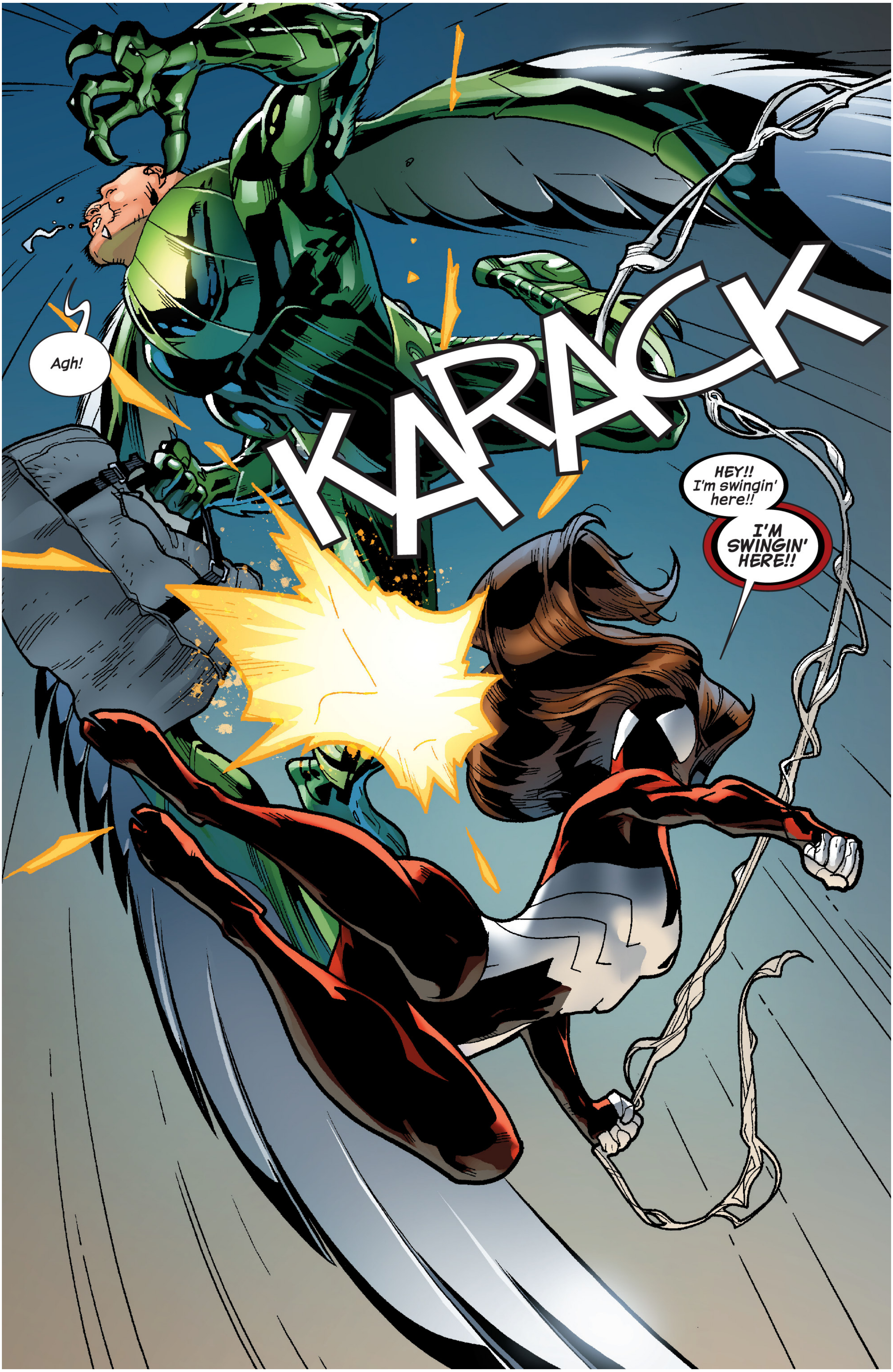

(That would have made Page Six for sure.)
Okay, I feel bad. *That* was lame.
Be a man!!
Tell her she's a nightmare!!
And she *is* a nightmare.
(With cute little dimples!)
AARGH!! Stop it!!
And the sad thing is now she'll never stop calling.
Why me? Why is she so focused on *me?*
I mean, I know I'm something else, but--
KABOOM
Kaboom?
WOOSSHH
WHOA!
YO!! GUY!!

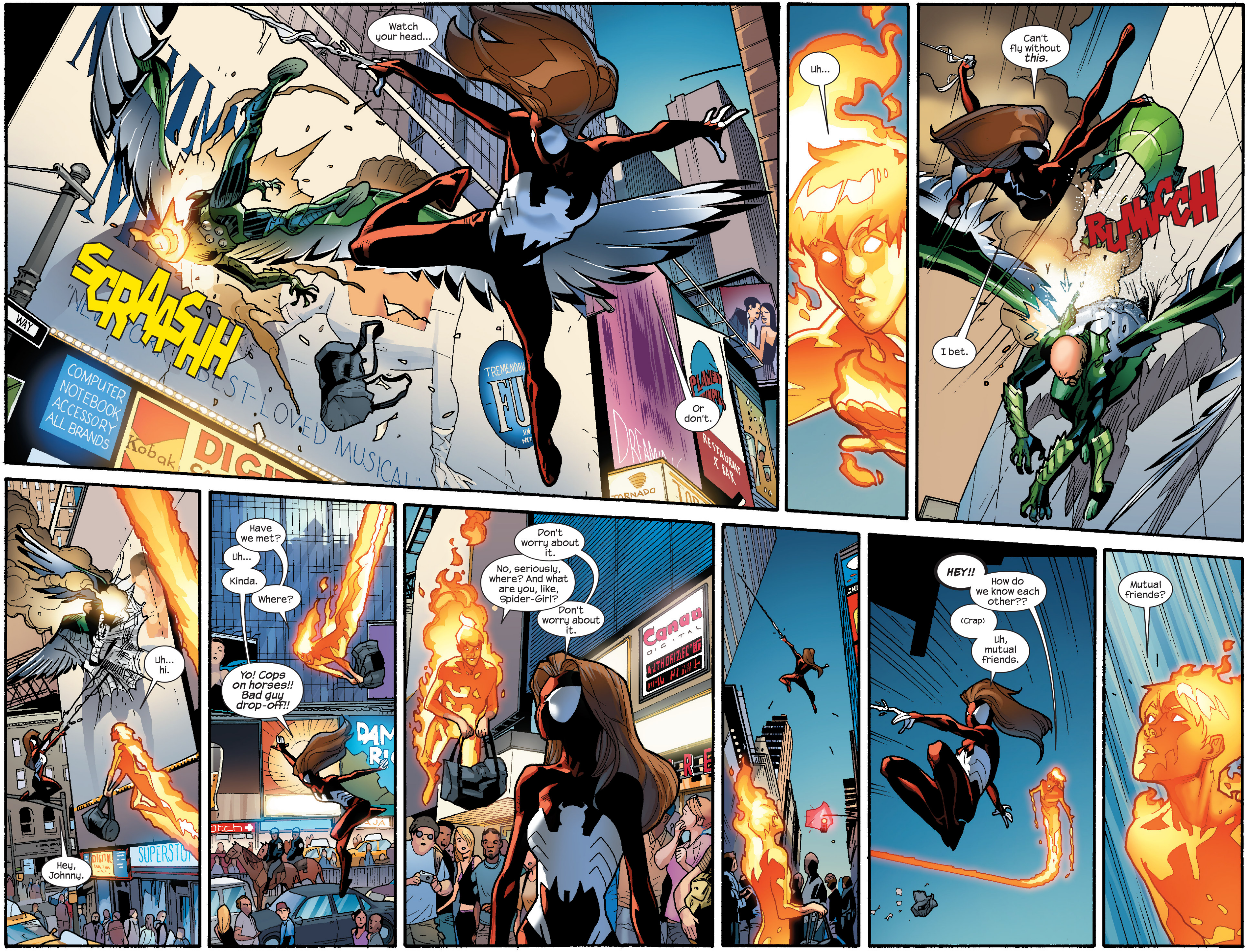

YEAH, I'M TALKIN' TO YOU!!

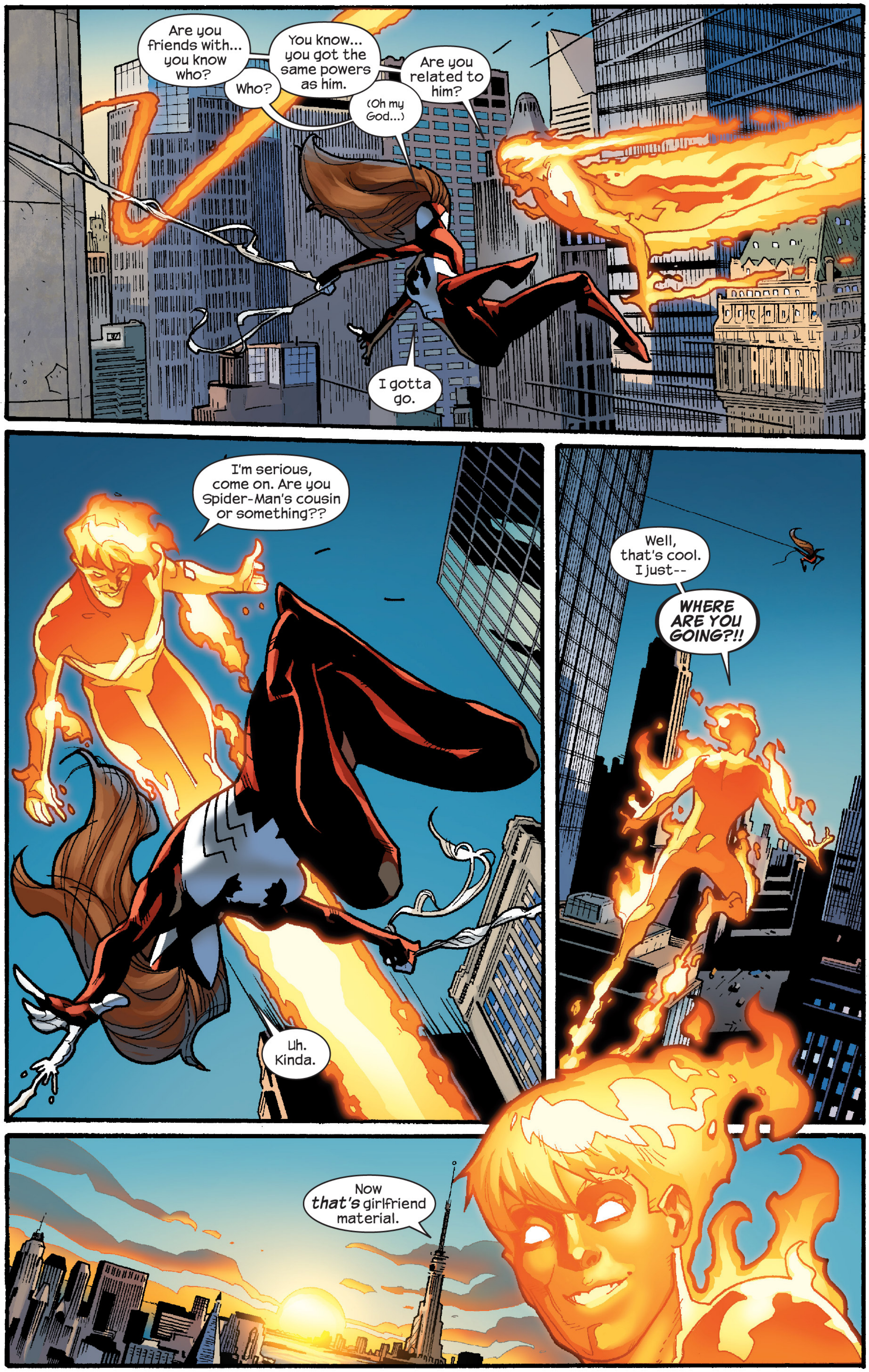

SHIINNGG
Dude!!
You're gonna fight *me*??
I'll burn your nose off!
PAPER PRODUCTS
PZAFT
FABRIC
FOOSSHH
Yikes!
DUDE!!
NOW YOU'RE RUNNING AWAY??!!
Seriously!!??
Are we fighting or chasing??
Hello?
Baldness!!
Can't believe I have to deal with this.

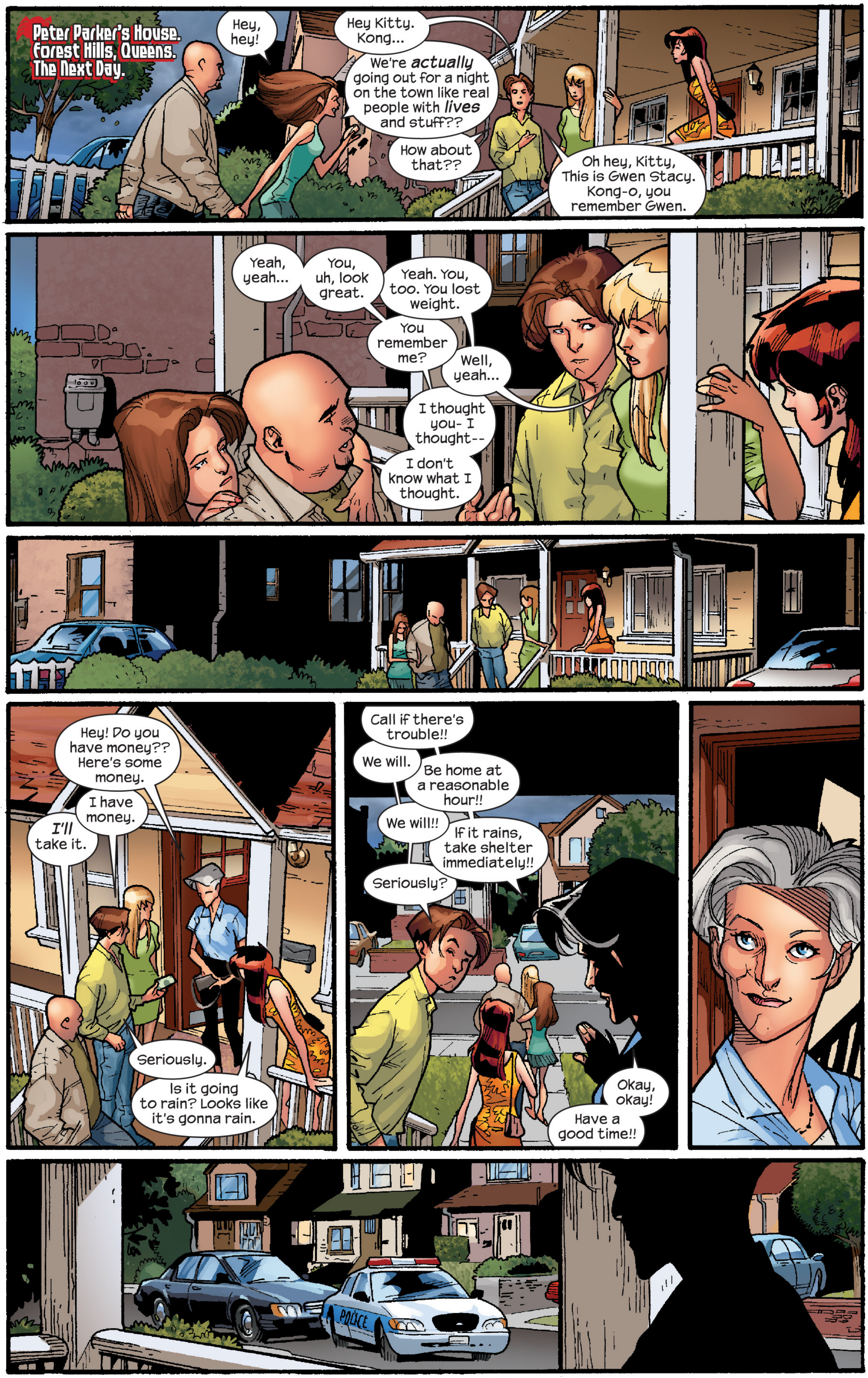

@#$$%!
Those are, like, grenades, aren't they??
FOOOSSHHH
BOOM
Yep.
Holy!
What?
Seriously, I am not getting my butt kicked by a guy like this!!

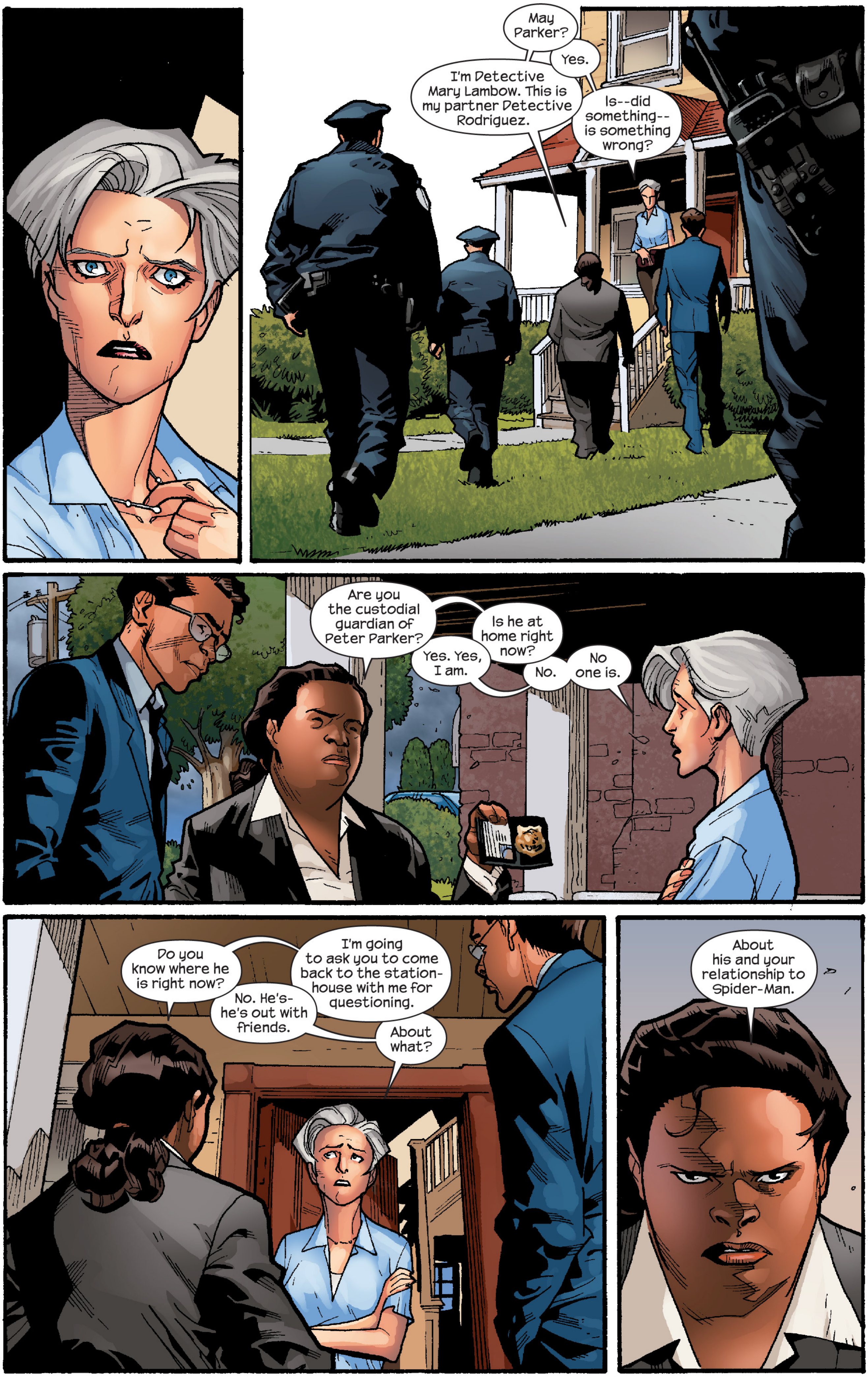

Last warning, Picard!!
I do not want to melt your little costume with you in it but I will if you don't give up on the count of--
You're still here!!
Yep.
@#@#$!
I'm starting to count!! I'M SERIOUS!!
ONE!!
Oh, come on!!
You come on!!
TWO!!
You don't have the--

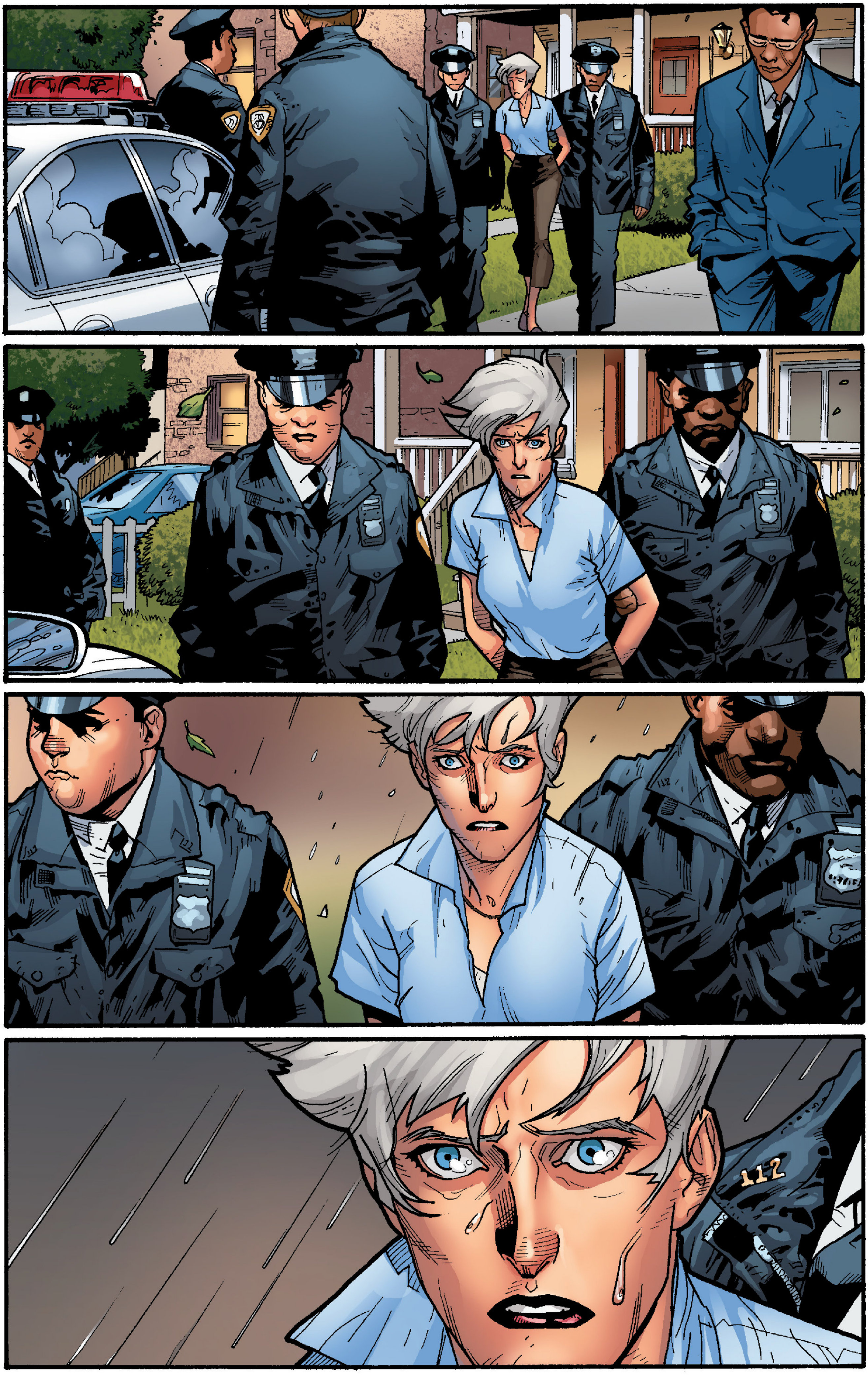

Agh!
KARACK
HEY!! I'm swingin' here!!
I'M SWINGIN' HERE!!


Watch your head...
SCRAASHH
COMPUTER NOTEBOOK ACCESSORY ALL BRANDS
"NEW YORK'S BEST-LOVED MUSICAL"
Kobak
TREMENDOUS FUN
Or don't.
RESTAURANT & BAR
Uh...
Can't fly without this.
RUNNCCH
I bet.
Uh... hi.
Hey, Johnny.
Have we met?
Uh...
Kinda.
Where?
Yo! Cops on horses!! Bad guy drop-off!!
Don't worry about it.
No, seriously, where? And what are you, like, Spider-Girl?
Don't worry about it.
Canon DIGITAL
HEY!!
How do we know each other??
(Crap)
Uh, mutual friends.
Mutual friends?


Are you friends with... you know who?
Who?
You know... you got the same powers as him.
(Oh my God...)
Are you related to him?
I gotta go.
I'm serious, come on. Are you Spider-Man's cousin or something??
Uh. Kinda.
Well, that's cool. I just--
WHERE ARE YOU GOING?!!
Now *that's* girlfriend material.


Peter Parker's House. Forest Hills, Queens. The Next Day.
Hey, hey!
Hey Kitty. Kong...
We're ***actually*** going out for a night on the town like real people with ***lives*** and stuff??
How about that??
Oh hey, Kitty, This is Gwen Stacy. Kong-o, you remember Gwen.
Yeah, yeah...
You, uh, look great.
Yeah. You, too. You lost weight.
You remember me?
Well, yeah...
I thought you- I thought--
I don't know what I thought.
Hey! Do you have money?? Here's some money.
I have money.
I'll take it.
Seriously.
Is it going to rain? Looks like it's gonna rain.
Call if there's trouble!!
We will.
Be home at a reasonable hour!!
We will!!
If it rains, take shelter immediately!!
Seriously?
Okay, okay!
Have a good time!!
POLICE


May Parker?
Yes.
I'm Detective Mary Lambow. This is my partner Detective Rodriguez.
Is--did something-- is something wrong?
Are you the custodial guardian of Peter Parker?
Yes. Yes, I am.
Is he at home right now?
No.
No one is.
Do you know where he is right now?
No. He's- he's out with friends.
I'm going to ask you to come back to the station-house with me for questioning.
About what?
About his and your relationship to Spider-Man.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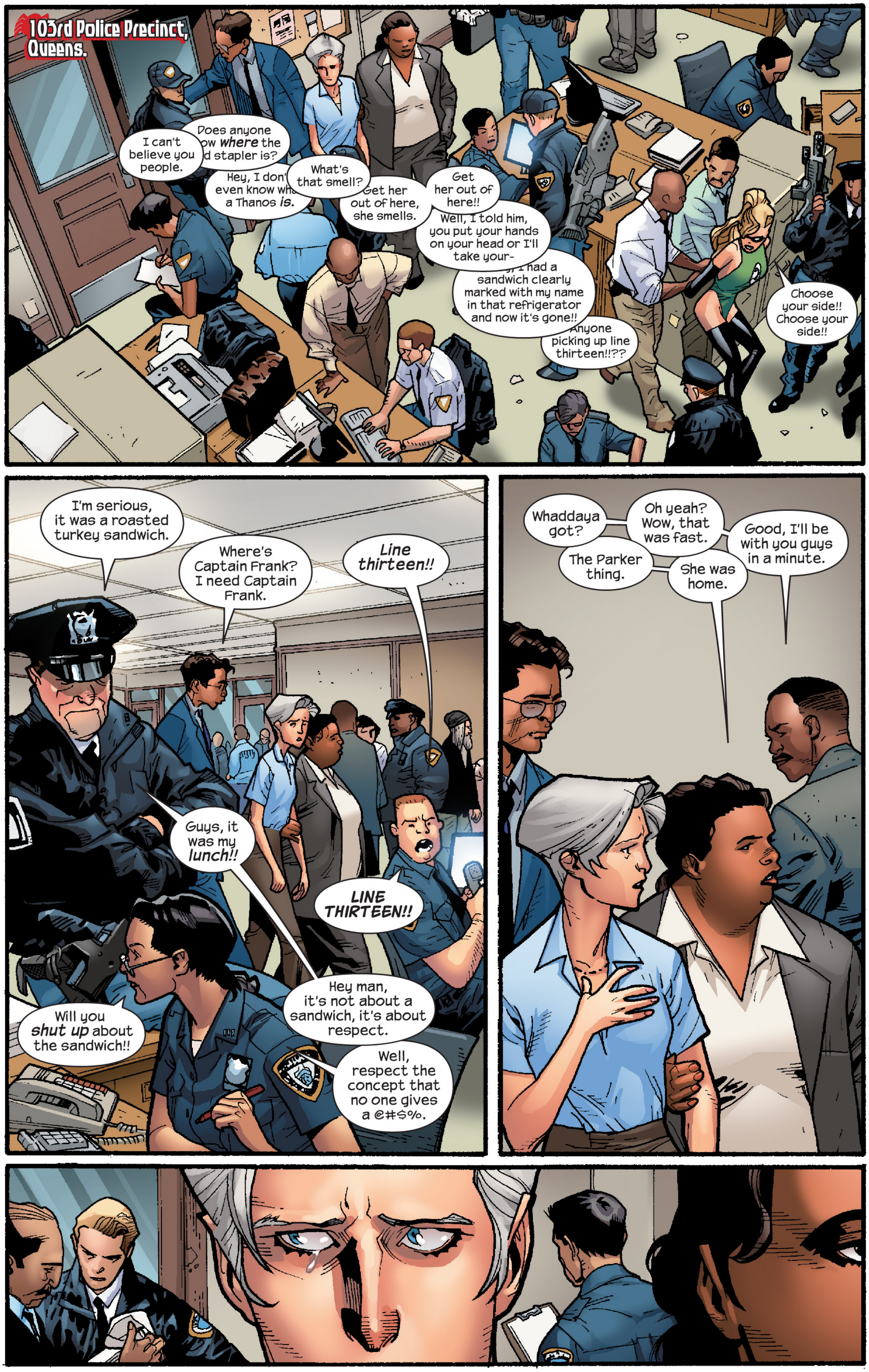
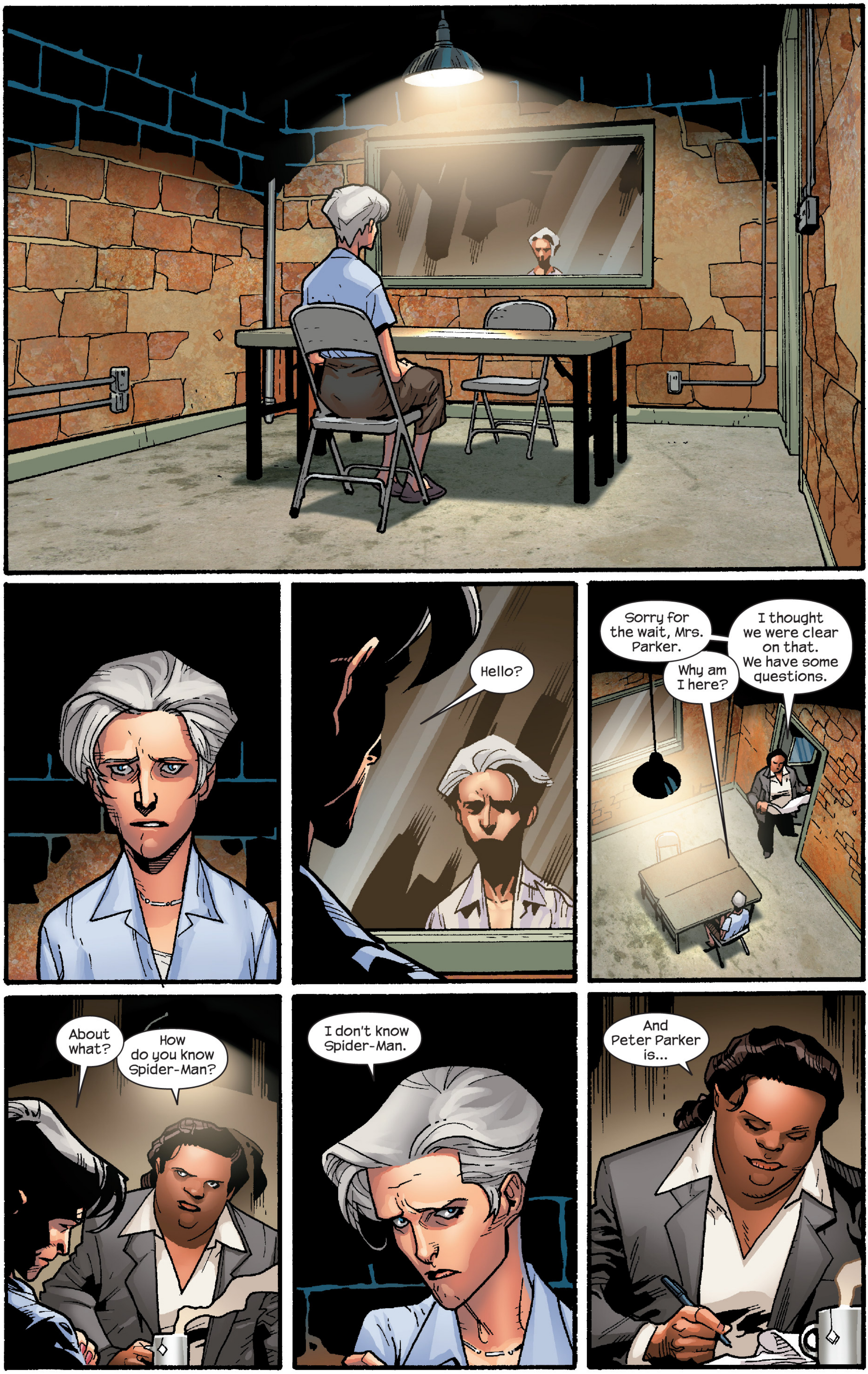
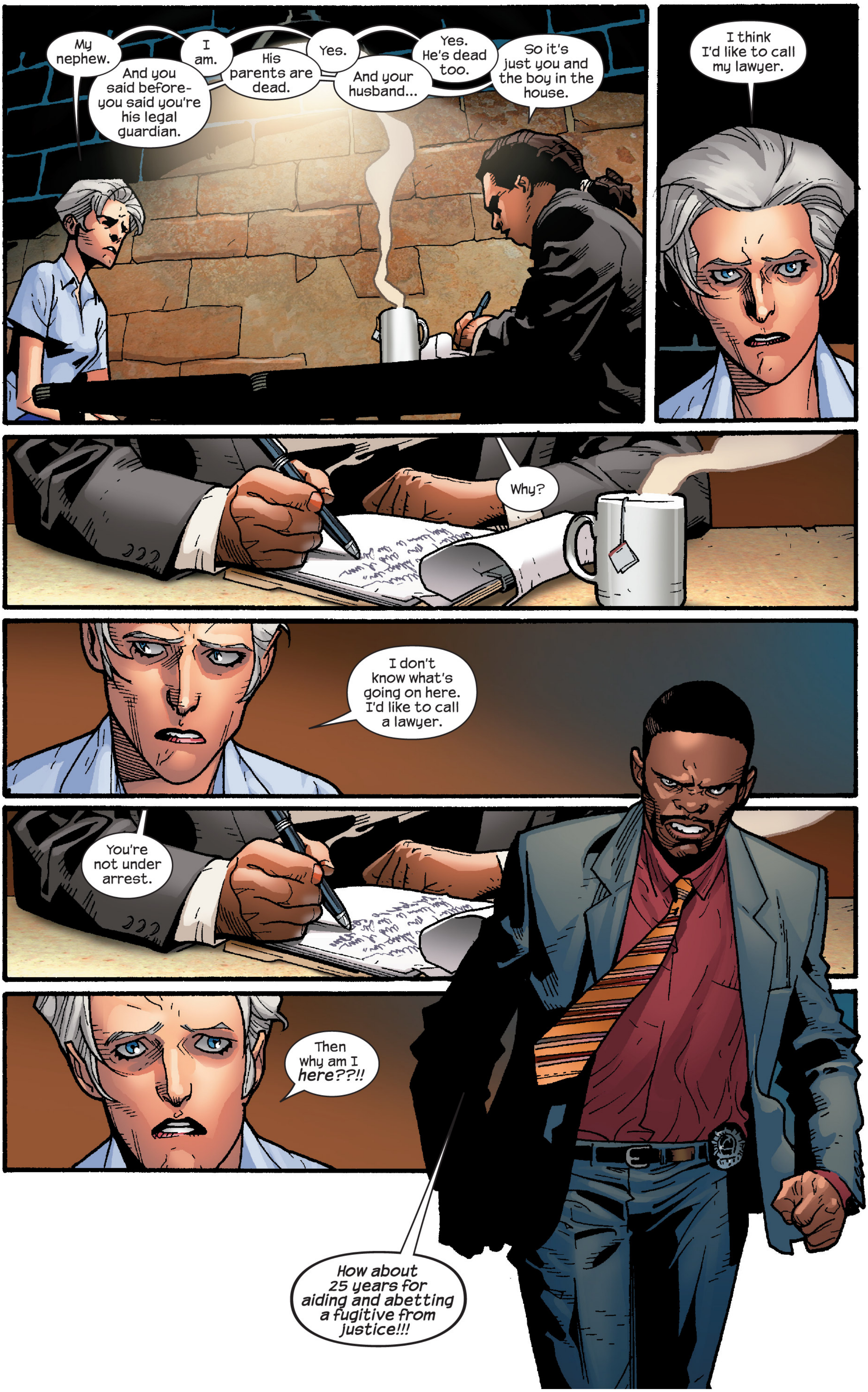
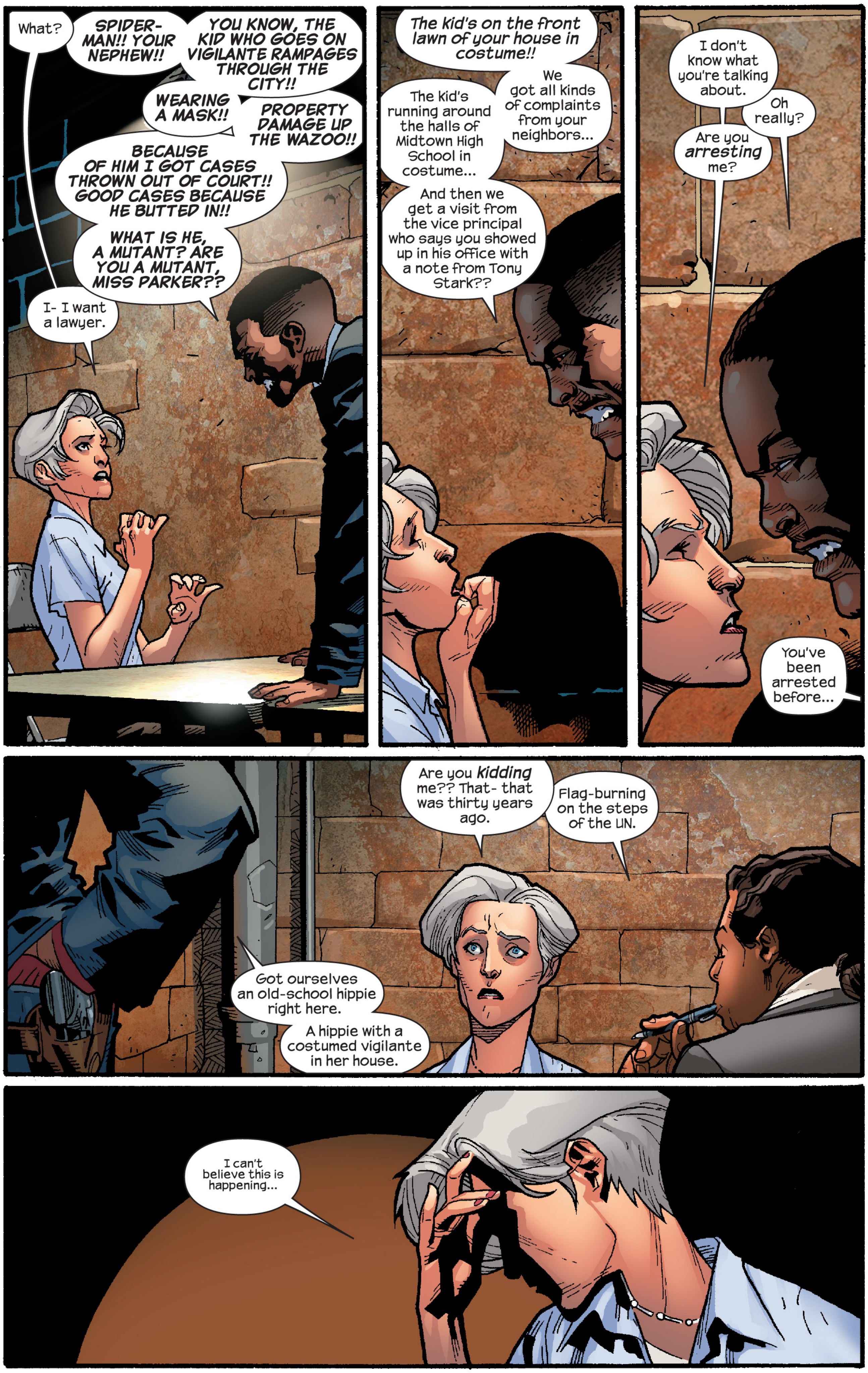
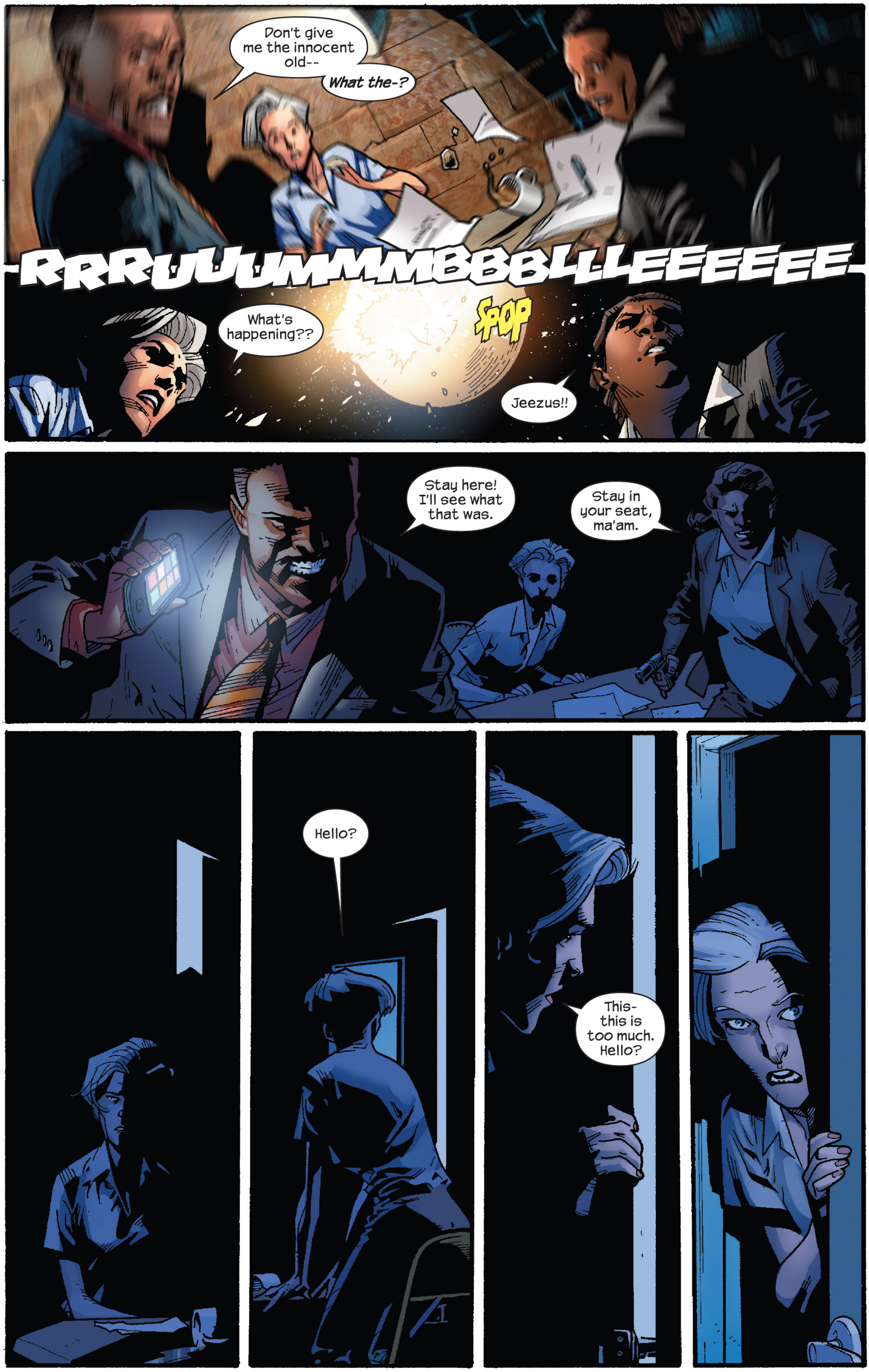
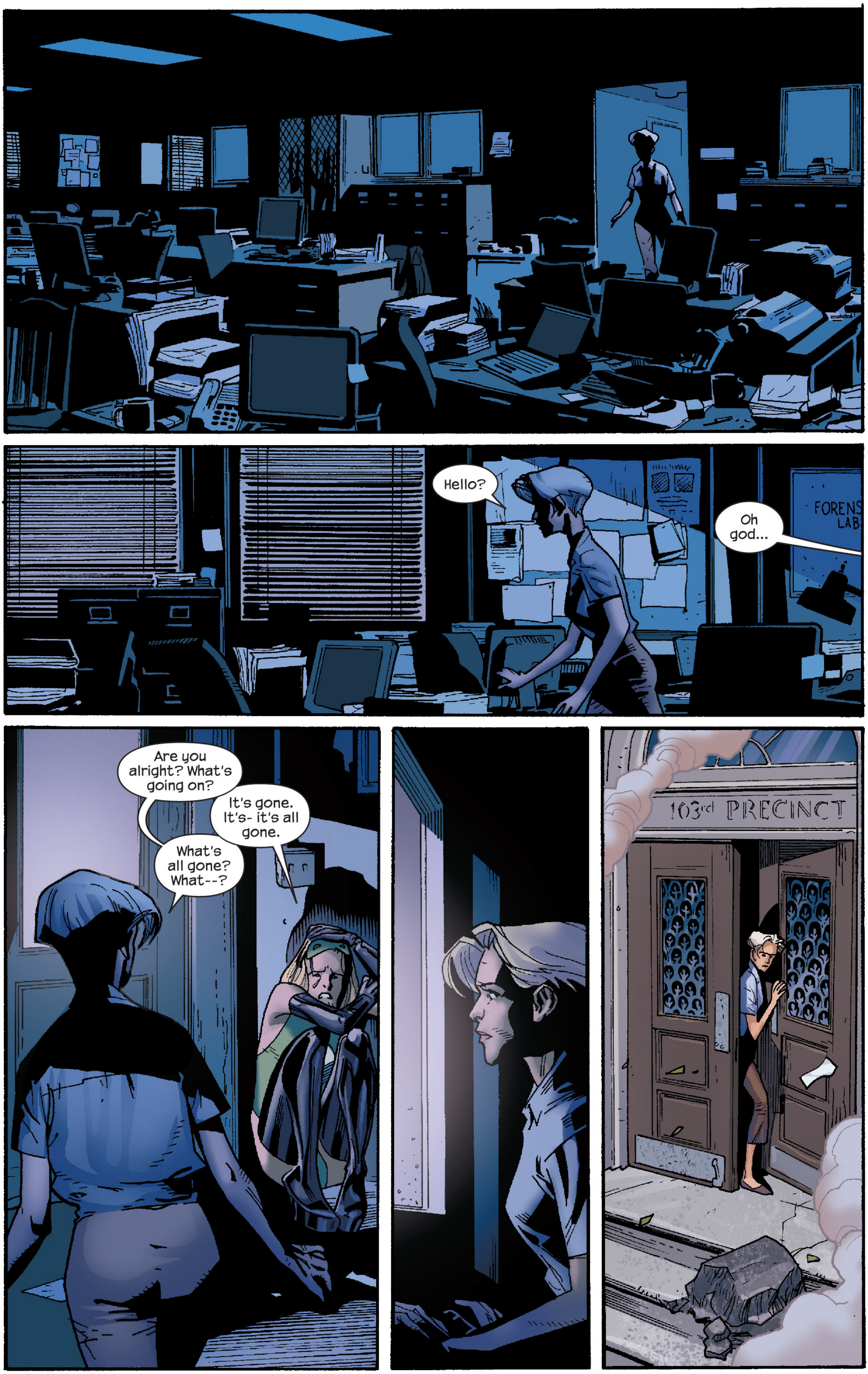

103rd Police Precinct, Queens.
I can't believe you people.
Does anyone ow **where** the d stapler is?
Hey, I don' even know wh a Thanos *is.*
What's that smell?
Get her out of here, she smells.
Get her out of here!!
Well, I told him, you put your hands on your head or I'll take your-
y, I had a sandwich clearly marked with my name in that refrigerator and now it's gone!!
Anyone picking up line thirteen!!??
Choose your side!! Choose your side!!
I'm serious, it was a roasted turkey sandwich.
Where's Captain Frank? I need Captain Frank.
Line thirteen!!
Guys, it was my *lunch!!*
LINE THIRTEEN!!
Will you **shut up** about the sandwich!!
Hey man, it's not about a sandwich, it's about respect.
Well, respect the concept that no one gives a @#$%.
Whaddaya got?
Oh yeah? Wow, that was fast.
The Parker thing.
She was home.
Good, I'll be with you guys in a minute.

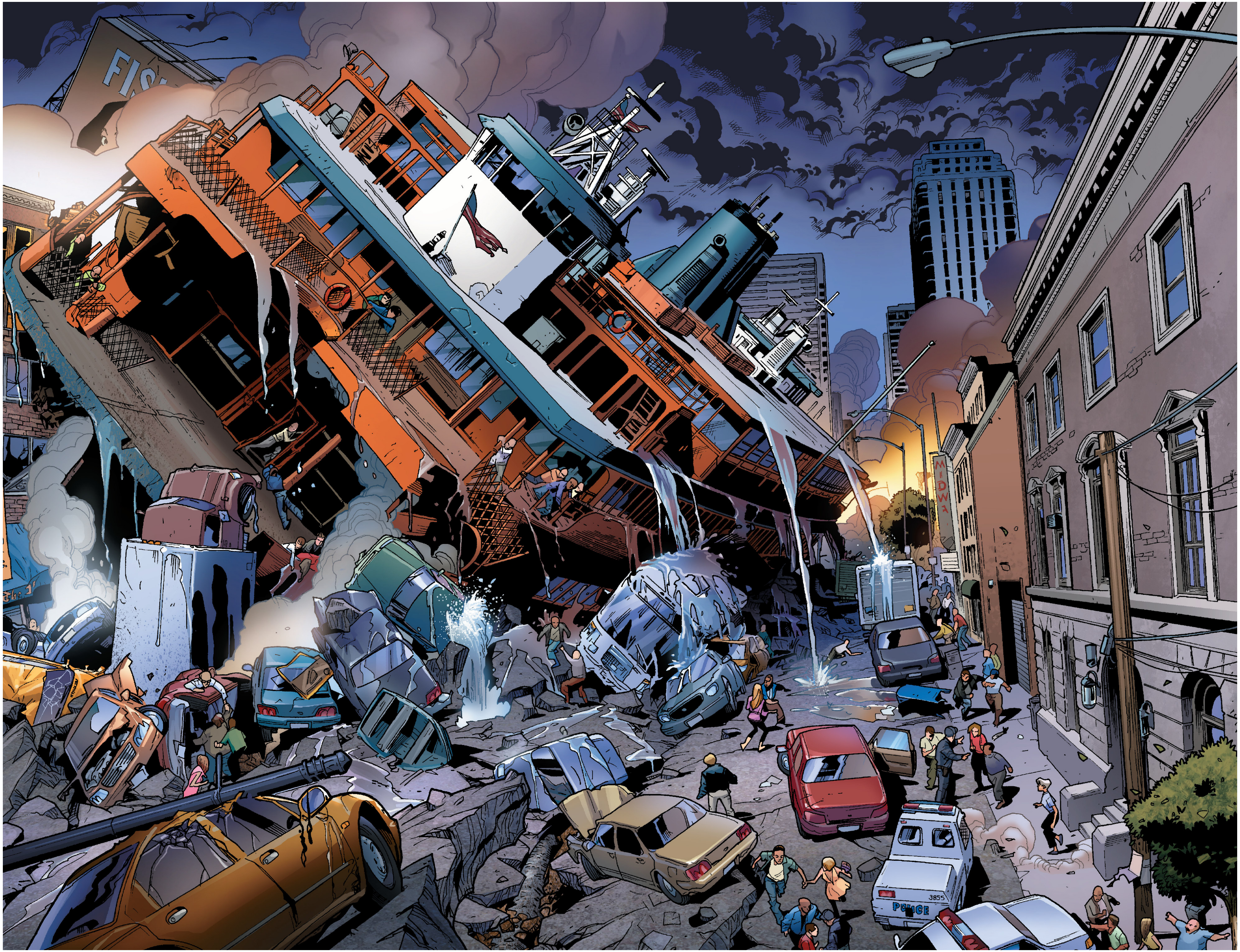

Hello?
Sorry for the wait, Mrs. Parker.
Why am I here?
I thought we were clear on that. We have some questions.
About what?
How do you know Spider-Man?
I don't know Spider-Man.
And Peter Parker is...

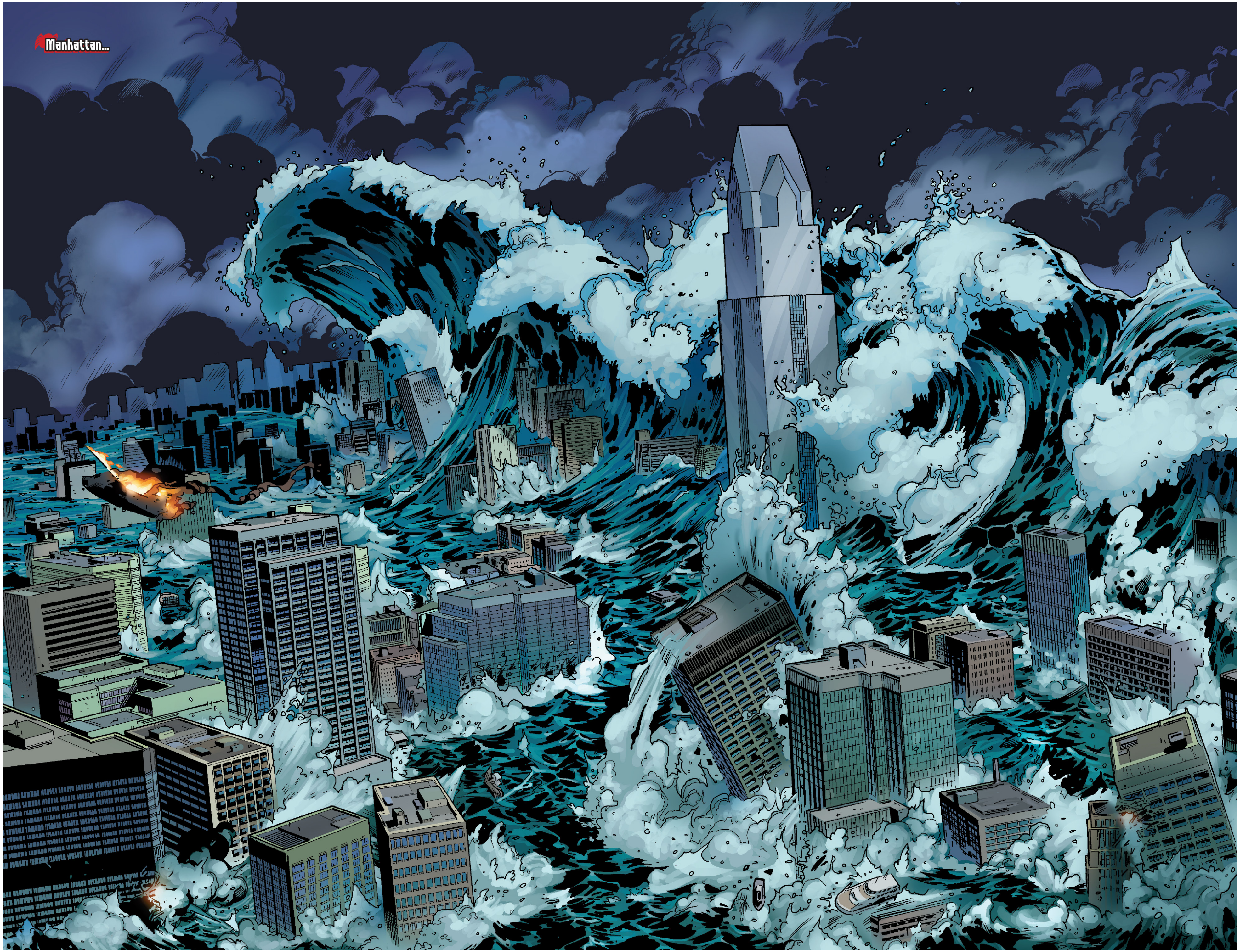

My nephew.
And you said before- you said you're his legal guardian.
I am.
His parents are dead.
Yes.
And your husband...
Yes. He's dead too.
So it's just you and the boy in the house.
I think I'd like to call my lawyer.
Why?
I don't know what's going on here. I'd like to call a lawyer.
You're not under arrest.
Then why am I *here??!!*
How about 25 years for aiding and abetting a fugitive from justice!!!

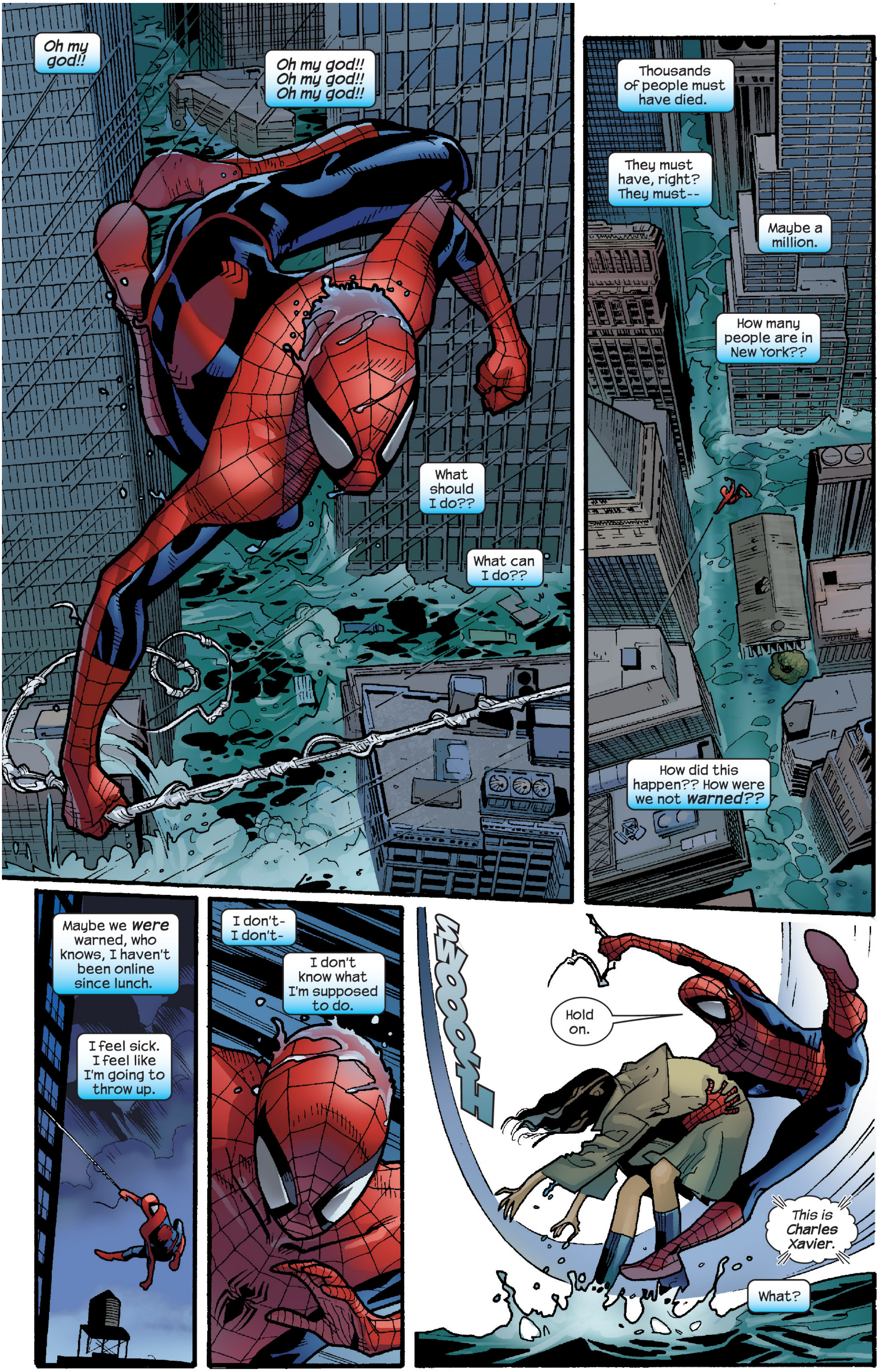

What?
SPIDER-MAN!! YOUR NEPHEW!!
YOU KNOW, THE KID WHO GOES ON VIGILANTE RAMPAGES THROUGH THE CITY!!
WEARING A MASK!!
PROPERTY DAMAGE UP THE WAZOO!!
BECAUSE OF HIM I GOT CASES THROWN OUT OF COURT!! GOOD CASES BECAUSE HE BUTTED IN!!
WHAT IS HE, A MUTANT? ARE YOU A MUTANT, MISS PARKER??
I- I want a lawyer.
The kid's on the front lawn of your house in costume!!
The kid's running around the halls of Midtown High School in costume...
We got all kinds of complaints from your neighbors...
And then we get a visit from the vice principal who says you showed up in his office with a note from Tony Stark??
I don't know what you're talking about.
Oh really?
Are you arresting me?
You've been arrested before...
Are you kidding me?? That- that was thirty years ago.
Flag-burning on the steps of the UN.
Got ourselves an old-school hippie right here.
A hippie with a costumed vigilante in her house.
I can't believe this is happening...

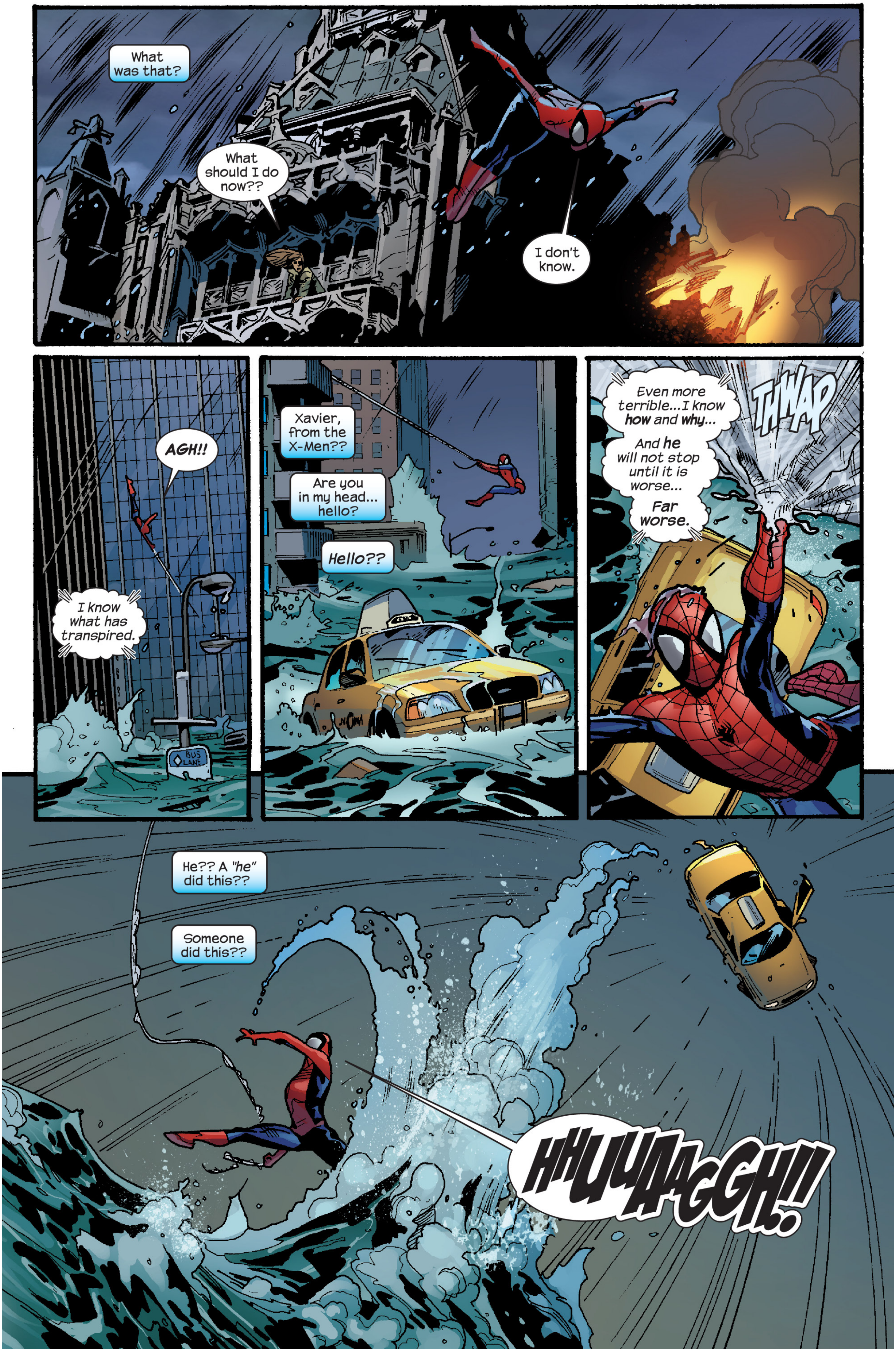

Don't give me the innocent old--
What the-?
RRRUUUMMMBBBLLLEEEEEEE
What's happening??
SPOP
Jeezus!!
Stay here! I'll see what that was.
Stay in your seat, ma'am.
Hello?
This- this is too much. Hello?

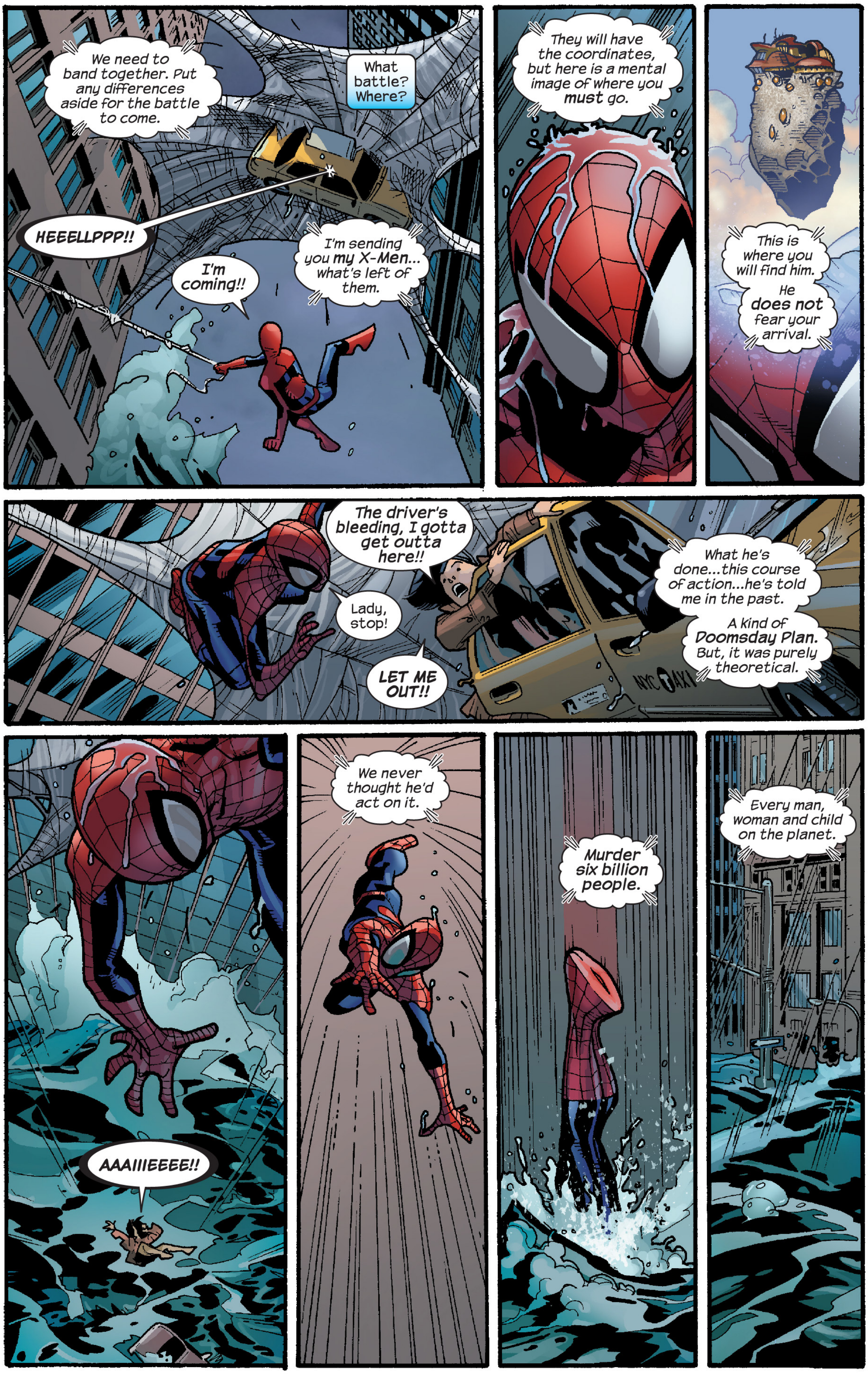

Hello?
FORENS
LAB
Oh god...
Are you alright? What's going on?
It's gone. It's- it's all gone.
What's all gone? What--?
103rd PRECINCT

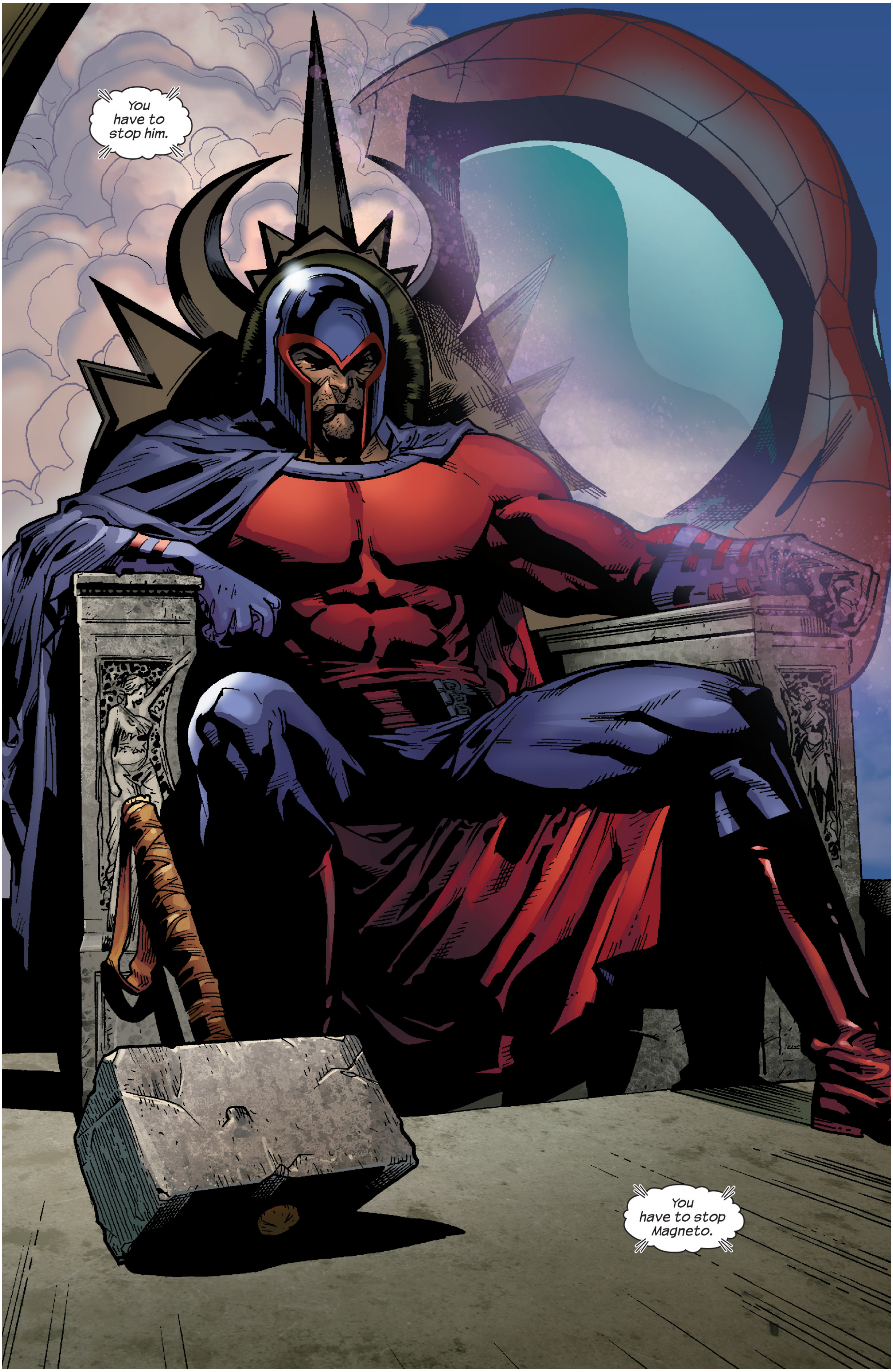

FIS
MIDWA
3855
POLICE

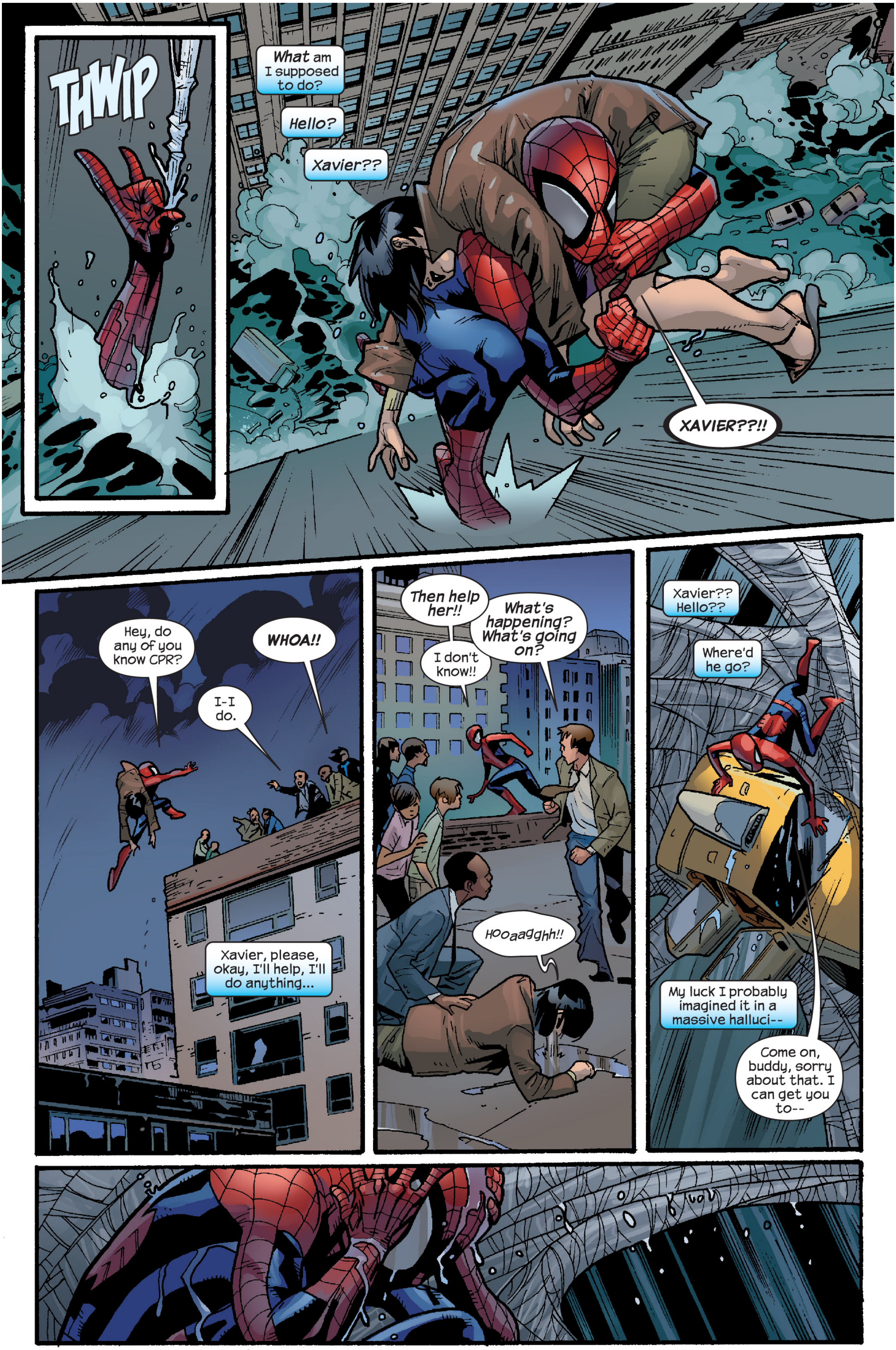

Manhattan...

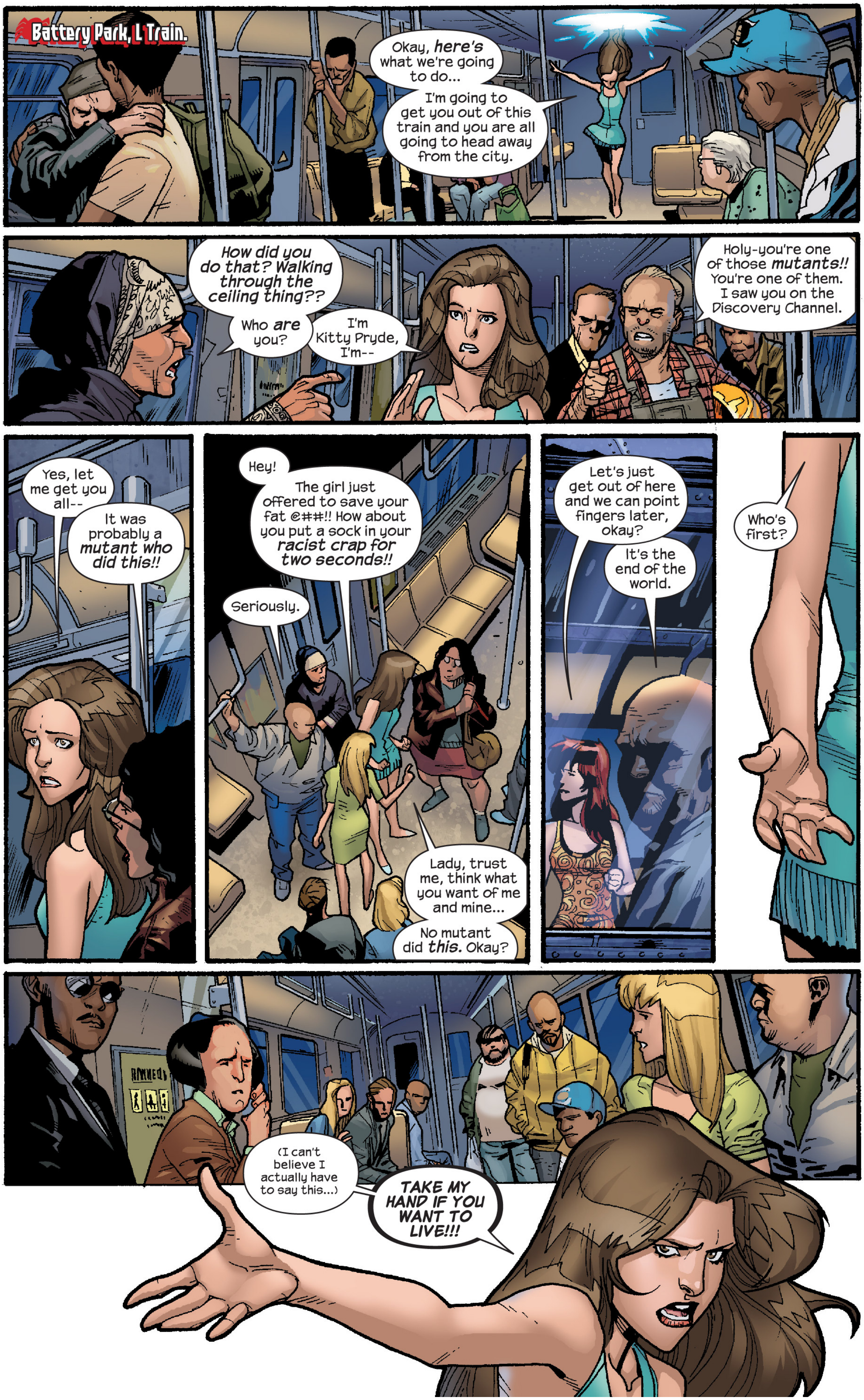

Oh my god!!
Oh my god!! Oh my god!! Oh my god!!
What should I do??
What can I do??
Thousands of people must have died.
They must have, right? They must--
Maybe a million.
How many people are in New York??
How did this happen?? How were we not **warned??**
Maybe we **were** warned, who knows, I haven't been online since lunch.
I feel sick. I feel like I'm going to throw up.
I don't- I don't-
I don't know what I'm supposed to do.
SWOOOSH
Hold on.
This is Charles Xavier.
What?

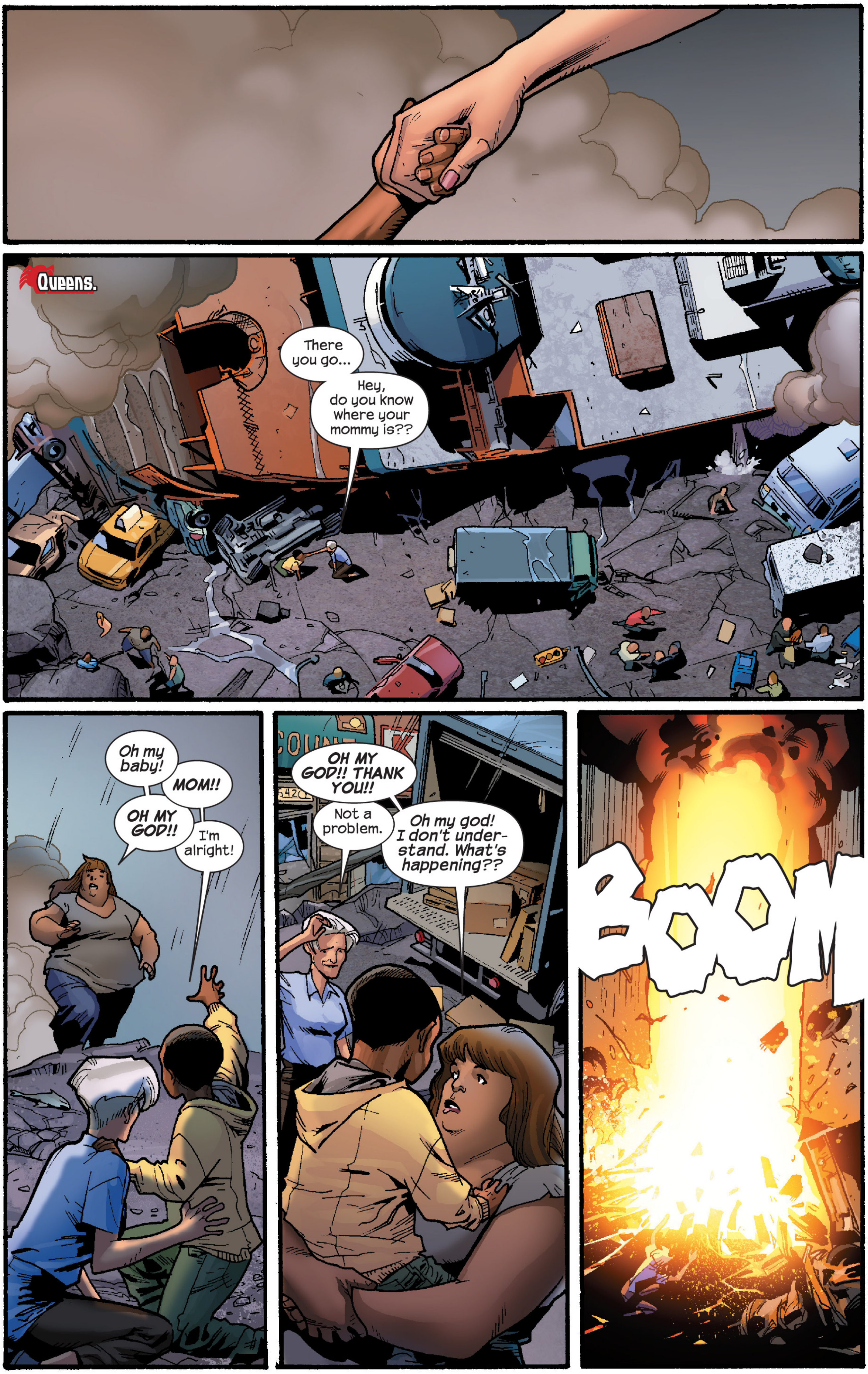

What was that?
What should I do now??
I don't know.
AGH!!
I know what has transpired.
Xavier, from the X-Men??
Are you in my head... hello?
Hello??
Even more terrible...I know **how** and **why**...
And **he** will not stop until it is worse...
Far worse.
THWAP
BUS LANE
He?? A "he" did this??
Someone did this??
HHUUAAGGH!!

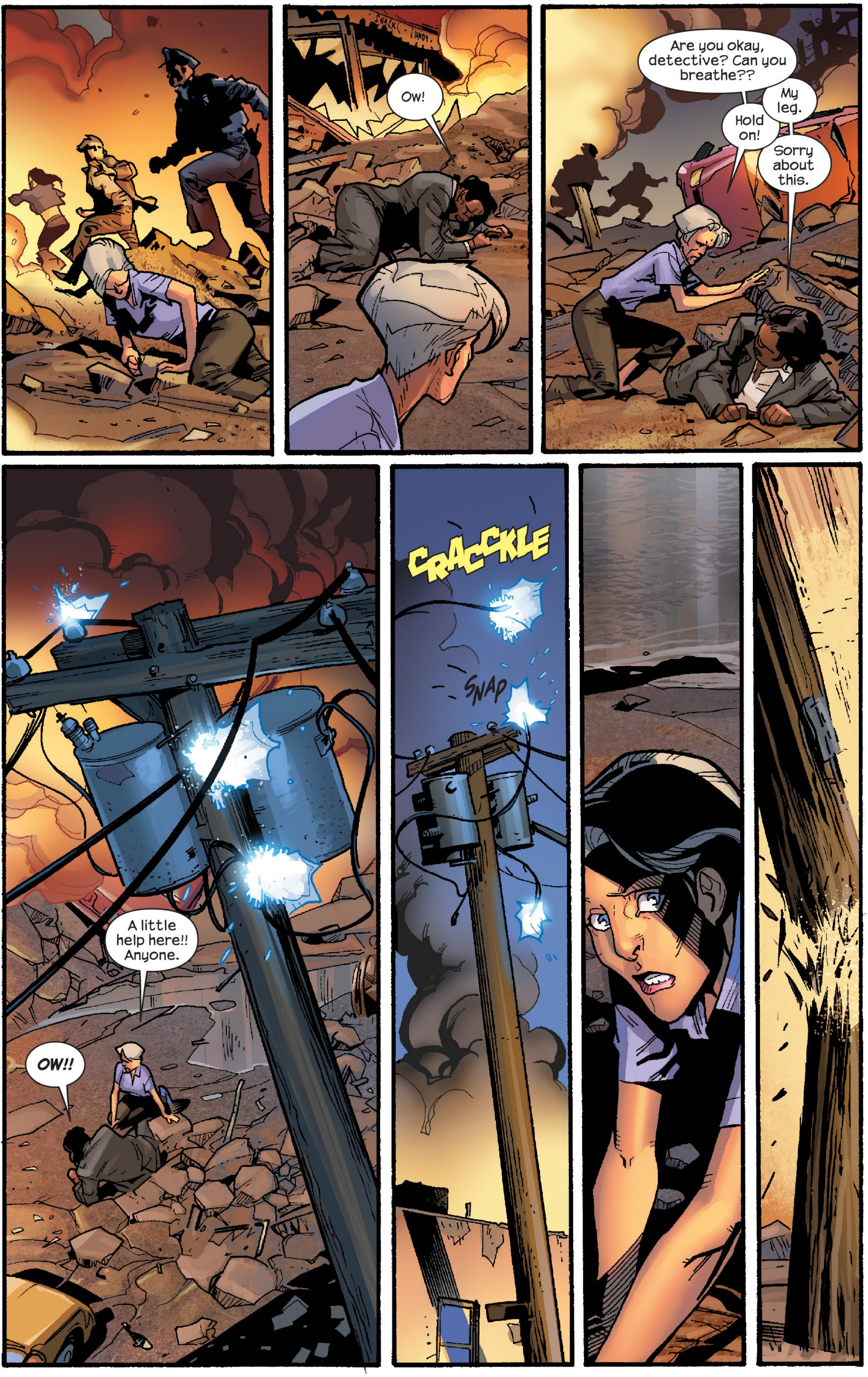

We need to band together. Put any differences aside for the battle to come.
What battle? Where?
HEEELLPPP!!
I'm coming!!
I'm sending you my X-Men... what's left of them.
They will have the coordinates, but here is a mental image of where you must go.
This is where you will find him.
He does not fear your arrival.
The driver's bleeding, I gotta get outta here!!
Lady, stop!
LET ME OUT!!
What he's done...this course of action...he's told me in the past.
A kind of Doomsday Plan. But, it was purely theoretical.
NYC TAXI
AAAIIIEEEE!!
We never thought he'd act on it.
Murder six billion people.
Every man, woman and child on the planet.

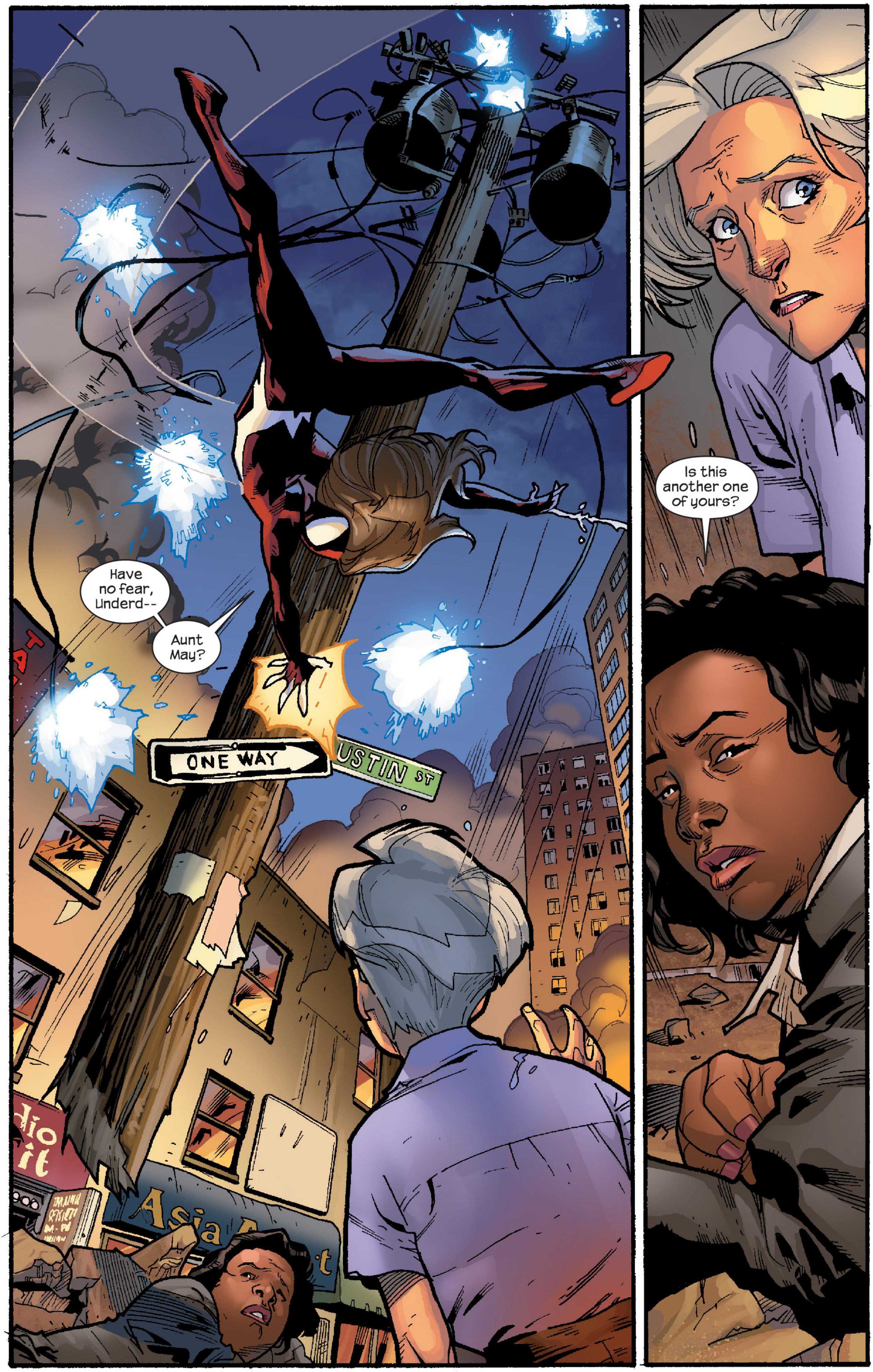

You have to stop him.
You have to stop Magneto.

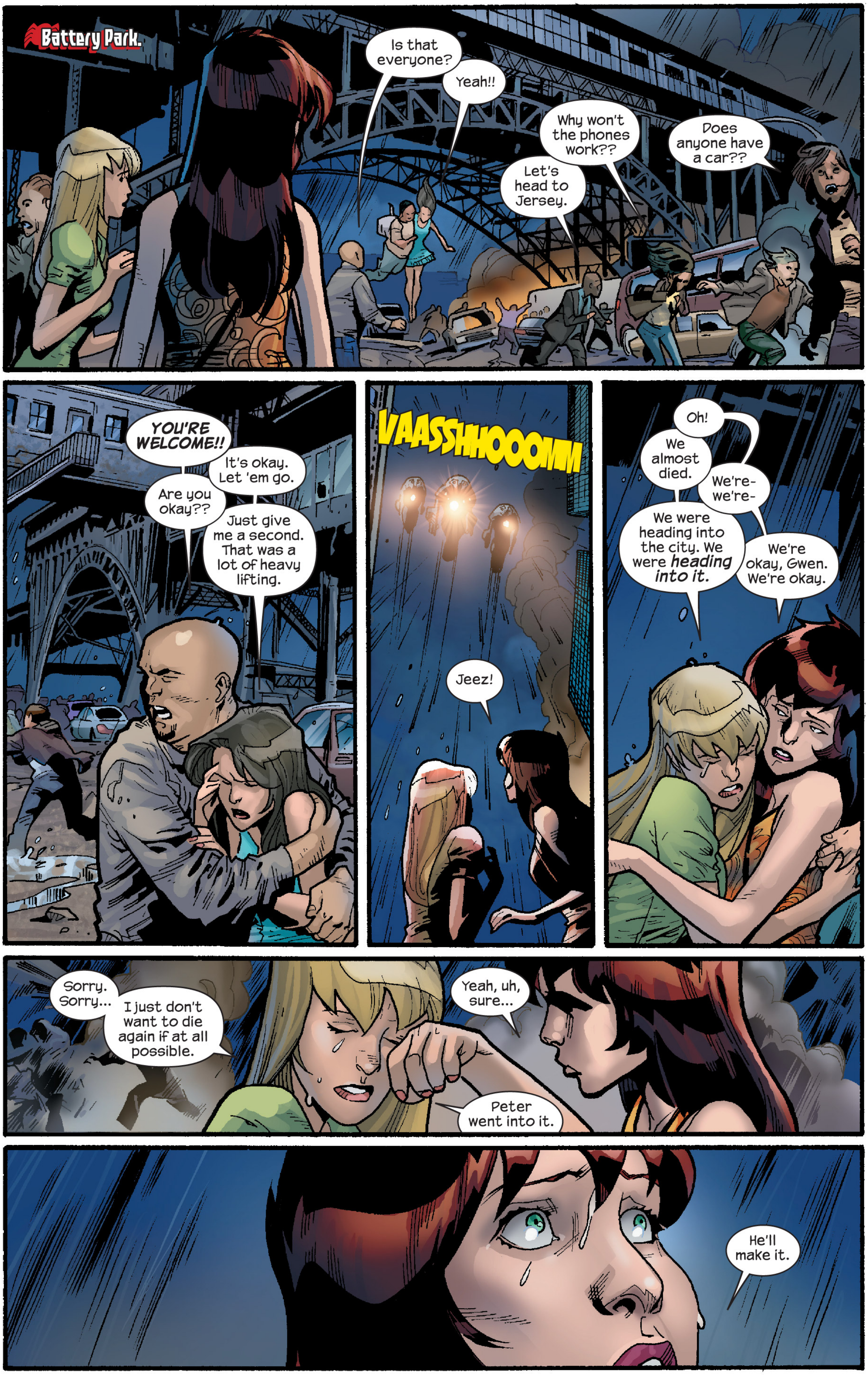

THWIP
What am I supposed to do?
Hello?
Xavier??
XAVIER??!!
Hey, do any of you know CPR?
WHOA!!
I-I do.
Xavier, please, okay, I'll help, I'll do anything...
Then help her!!
I don't know!!
What's happening? What's going on?
Hooaagghh!!
Xavier?? Hello??
Where'd he go?
My luck I probably imagined it in a massive halluci--
Come on, buddy, sorry about that. I can get you to--

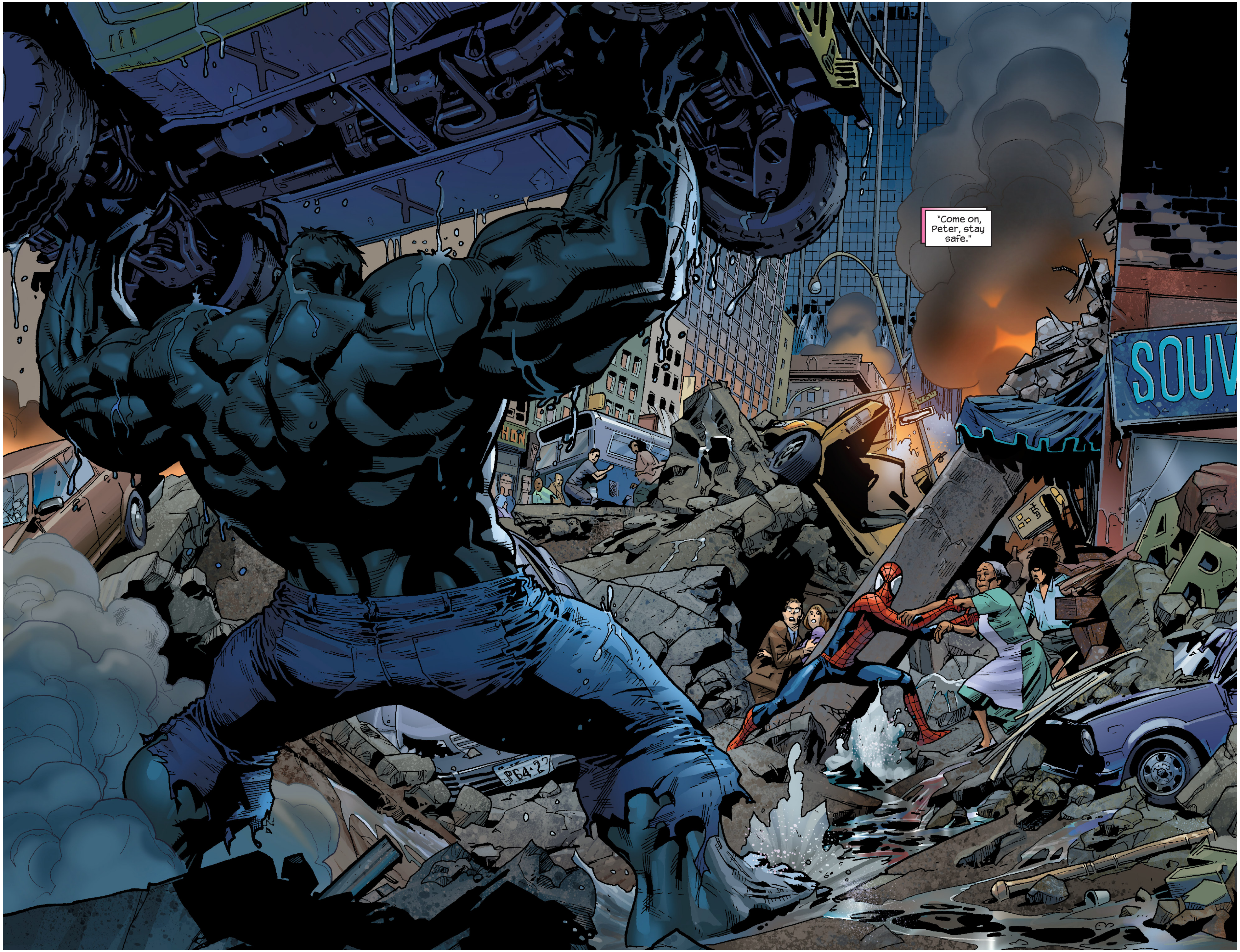

Battery Park, L Train.
Okay, here's what we're going to do...
I'm going to get you out of this train and you are all going to head away from the city.
How did you do that? Walking through the ceiling thing??
Who are you?
I'm Kitty Pryde, I'm--
Holy-you're one of those mutants!! You're one of them. I saw you on the Discovery Channel.
Yes, let me get you all--
It was probably a mutant who did this!!
Hey!
The girl just offered to save your fat @##!! How about you put a sock in your racist crap for two seconds!!
Seriously.
Lady, trust me, think what you want of me and mine...
No mutant did this. Okay?
Let's just get out of here and we can point fingers later, okay?
It's the end of the world.
Who's first?
(I can't believe I actually have to say this...)
TAKE MY HAND IF YOU WANT TO LIVE!!!

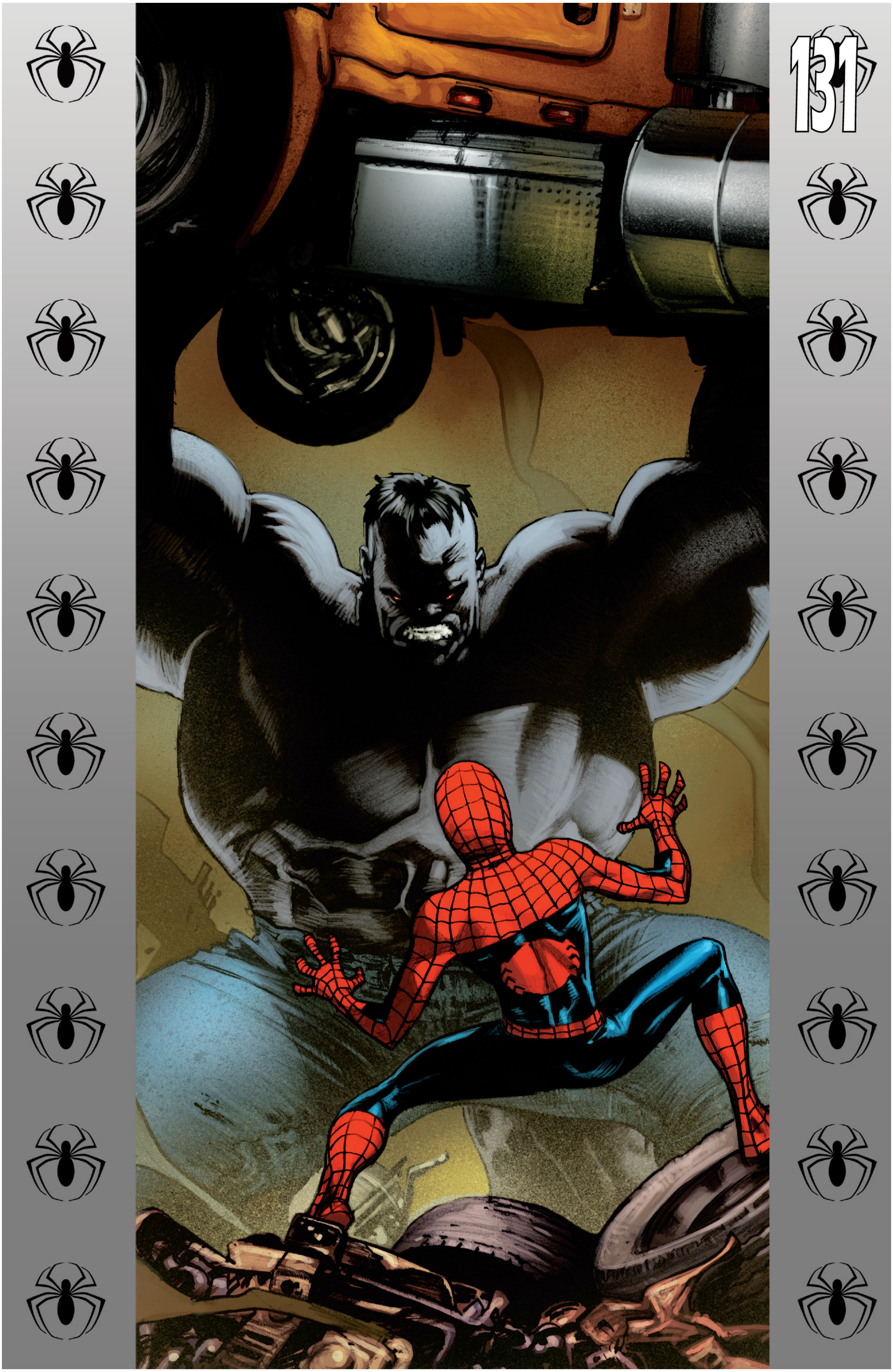

Queens.
There you go...
Hey, do you know where your mommy is??
Oh my baby!
MOM!!
OH MY GOD!!
I'm alright!
OH MY GOD!! THANK YOU!!
Not a problem.
Oh my god! I don't understand. What's happening??
BOOM

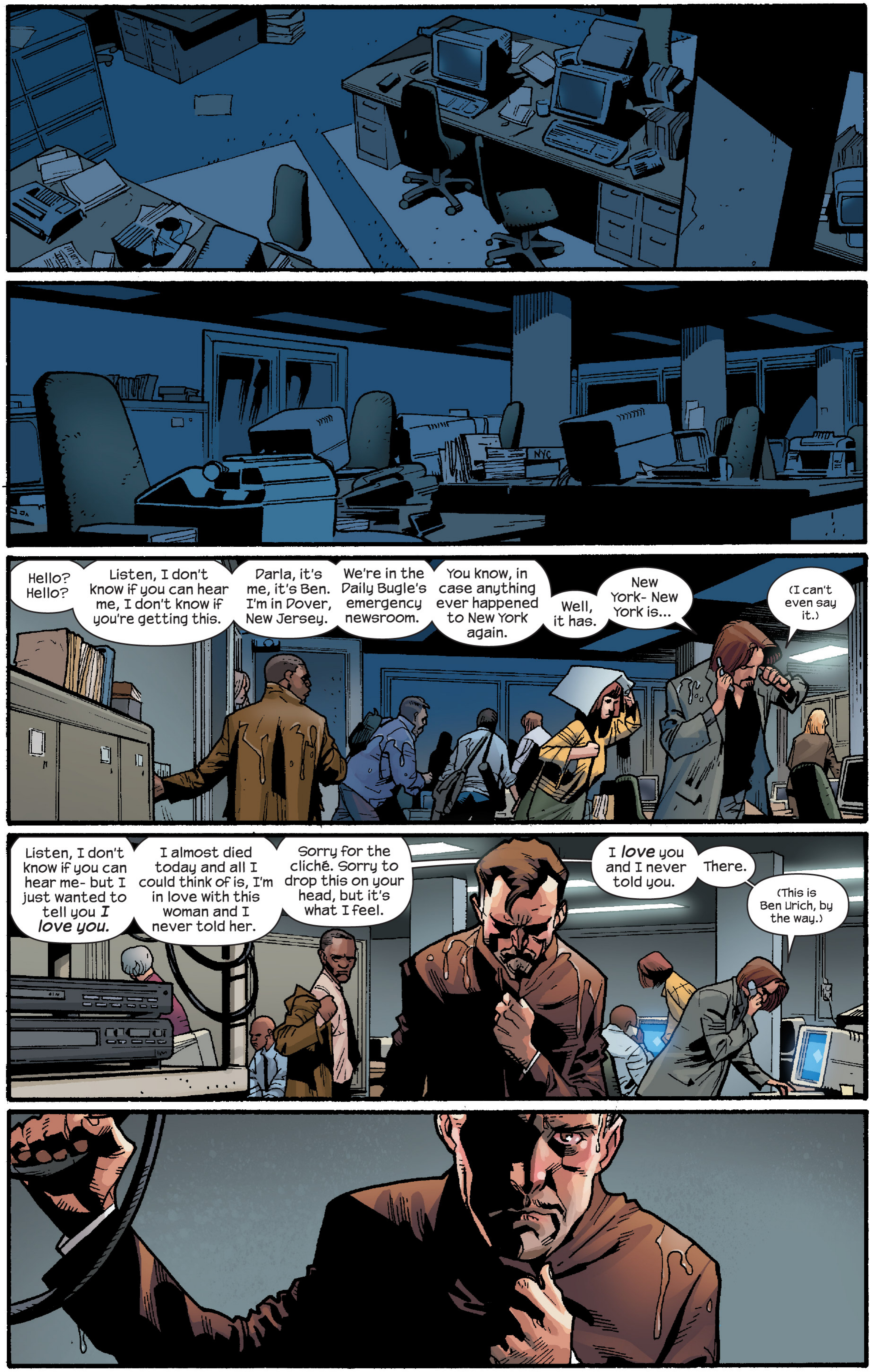

Ow!
Are you okay, detective? Can you breathe??
My leg.
Hold on!
Sorry about this.
A little help here!! Anyone.
OW!!
CRACCKLE
SNAP

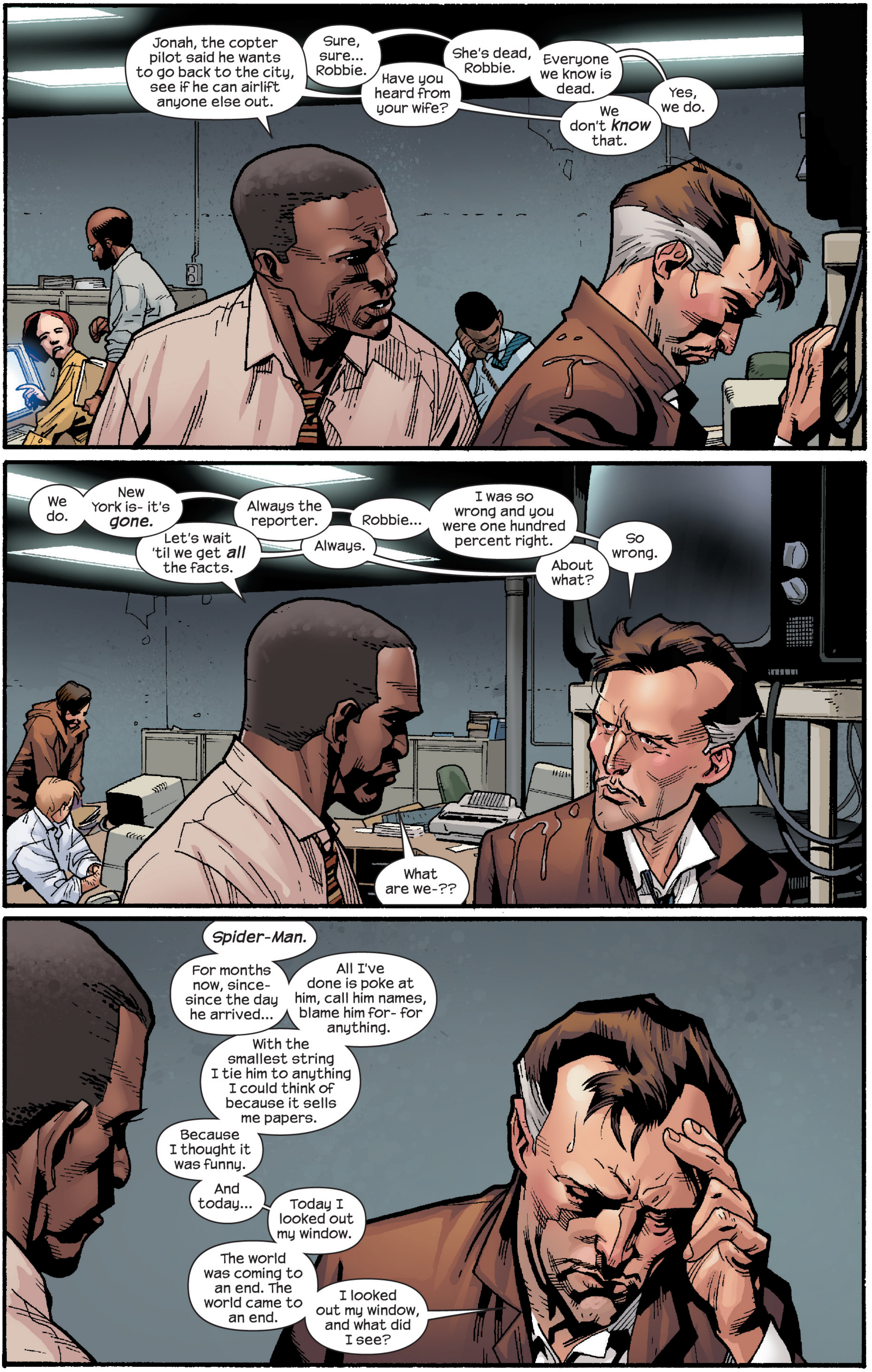

Have no fear, Underd--
Aunt May?
ONE WAY
USTIN ST
Asia
Is this another one of yours?

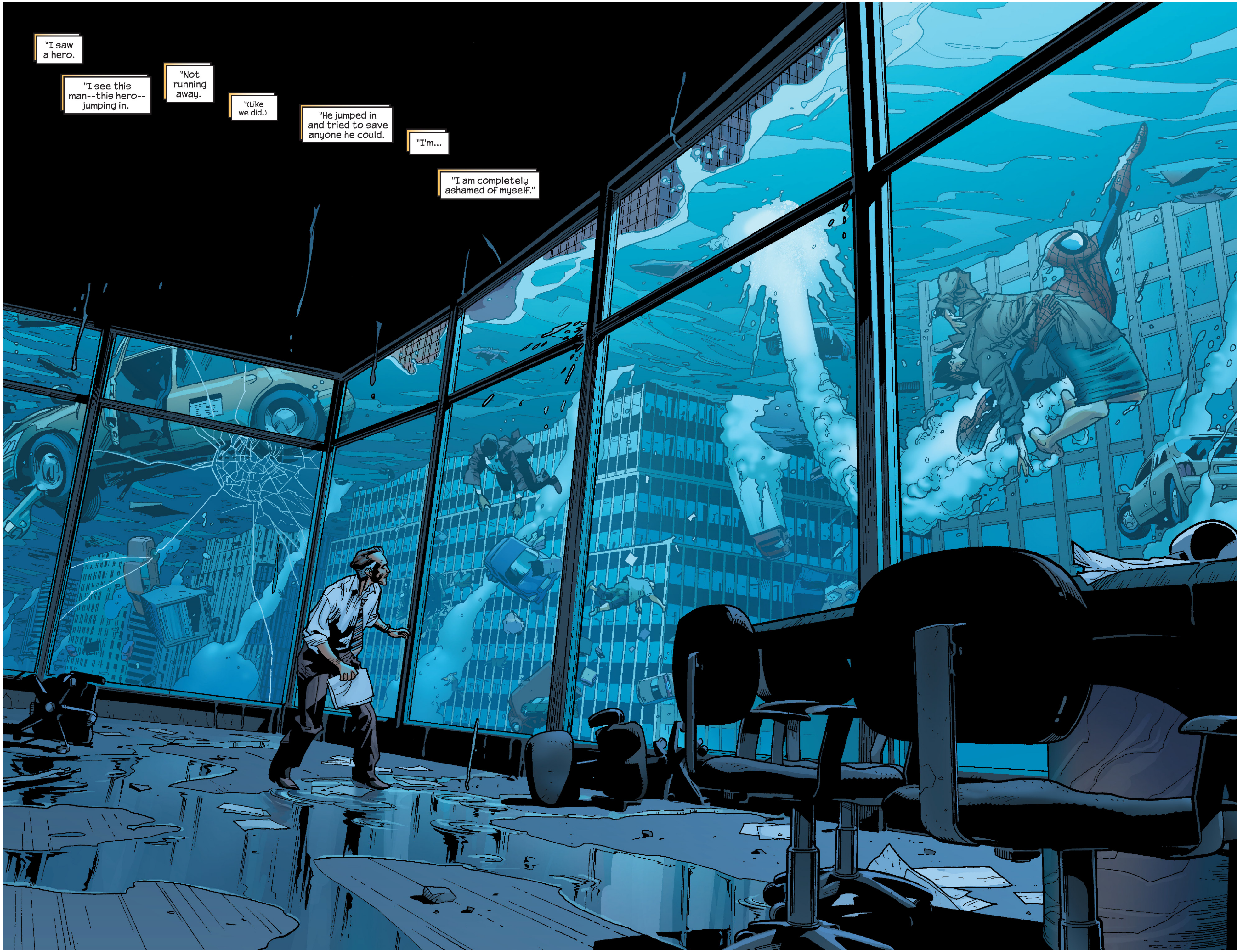

Battery Park.
Is that everyone?
Yeah!!
Why won't the phones work??
Let's head to Jersey.
Does anyone have a car??
YOU'RE WELCOME!!
It's okay. Let 'em go.
Are you okay??
Just give me a second. That was a lot of heavy lifting.
VAASSHHOOOMM
Jeez!
Oh!
We almost died.
We're- we're-
We were heading into the city. We were heading into it.
We're okay, Gwen. We're okay.
Sorry. Sorry...
I just don't want to die again if at all possible.
Yeah, uh, sure...
Peter went into it.
He'll make it.

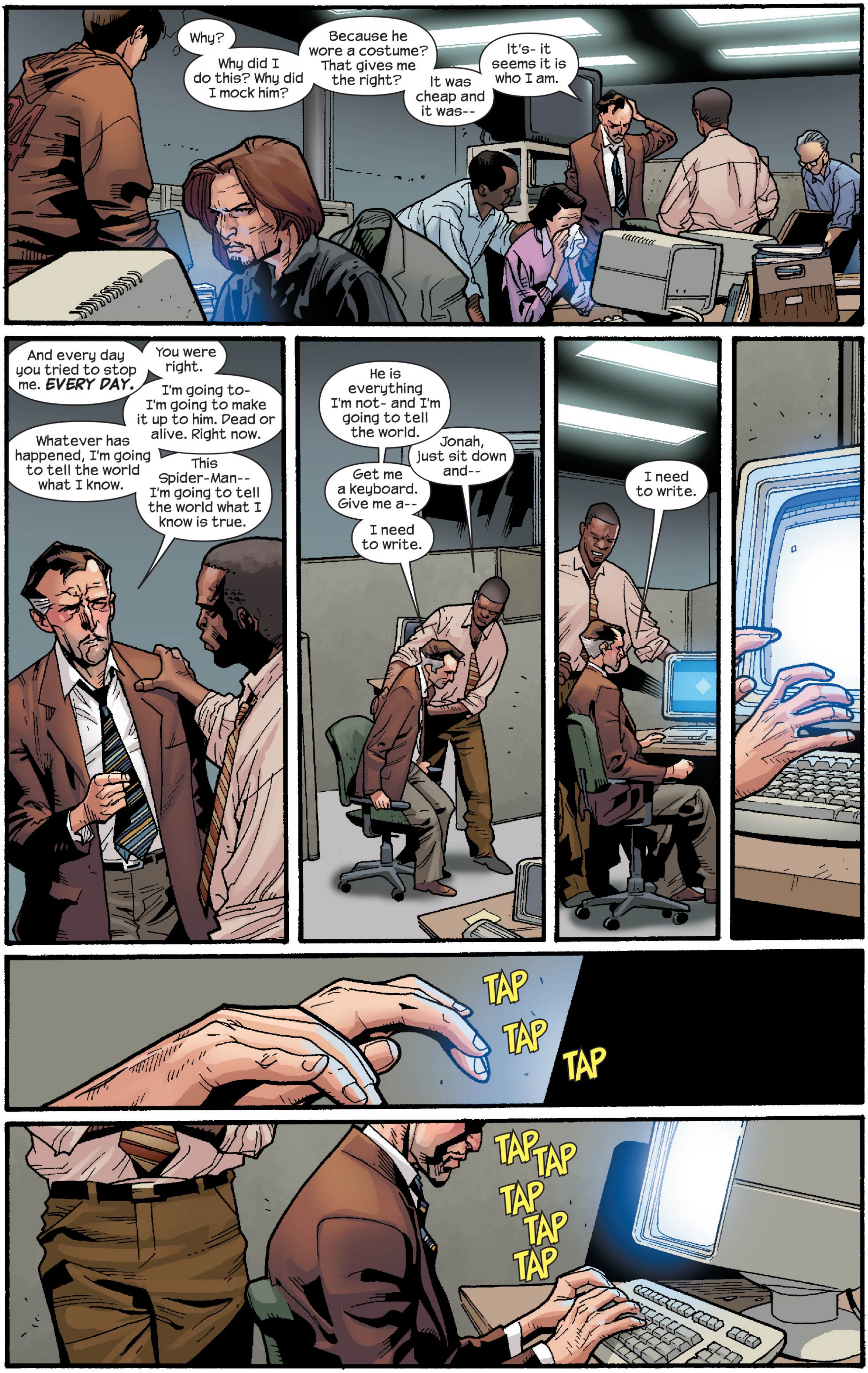

"Come on, Peter, stay safe."
SOUV
P64·2

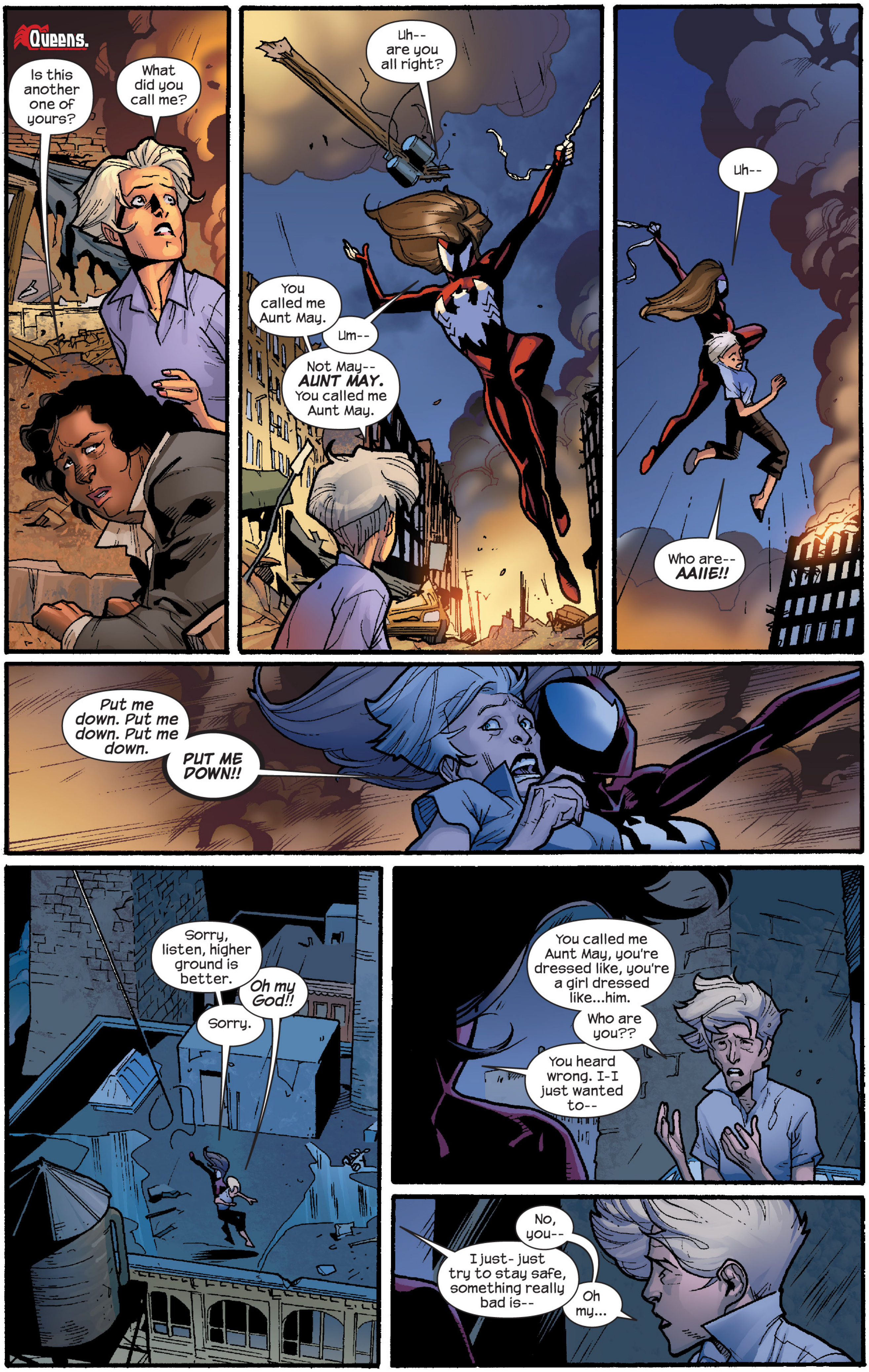

131

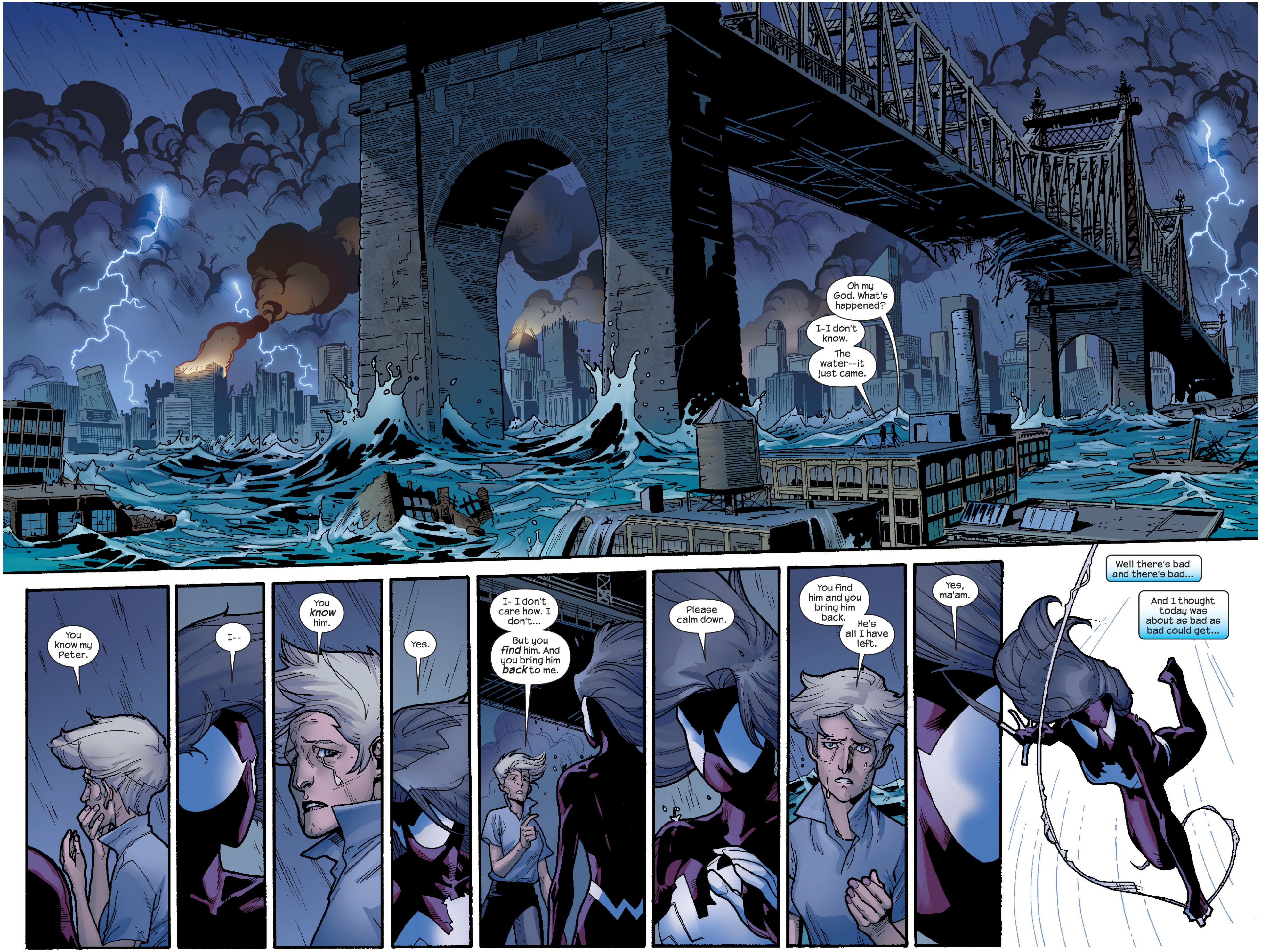

Hello? Hello?
Listen, I don't know if you can hear me, I don't know if you're getting this.
Darla, it's me, it's Ben. I'm in Dover, New Jersey.
We're in the Daily Bugle's emergency newsroom.
You know, in case anything ever happened to New York again.
Well, it has.
New York- New York is...
(I can't even say it.)
Listen, I don't know if you can hear me- but I just wanted to tell you *I love you.*
I almost died today and all I could think of is, I'm in love with this woman and I never told her.
Sorry for the cliché. Sorry to drop this on your head, but it's what I feel.
I *love* you and I never told you.
There.
(This is Ben Urich, by the way.)

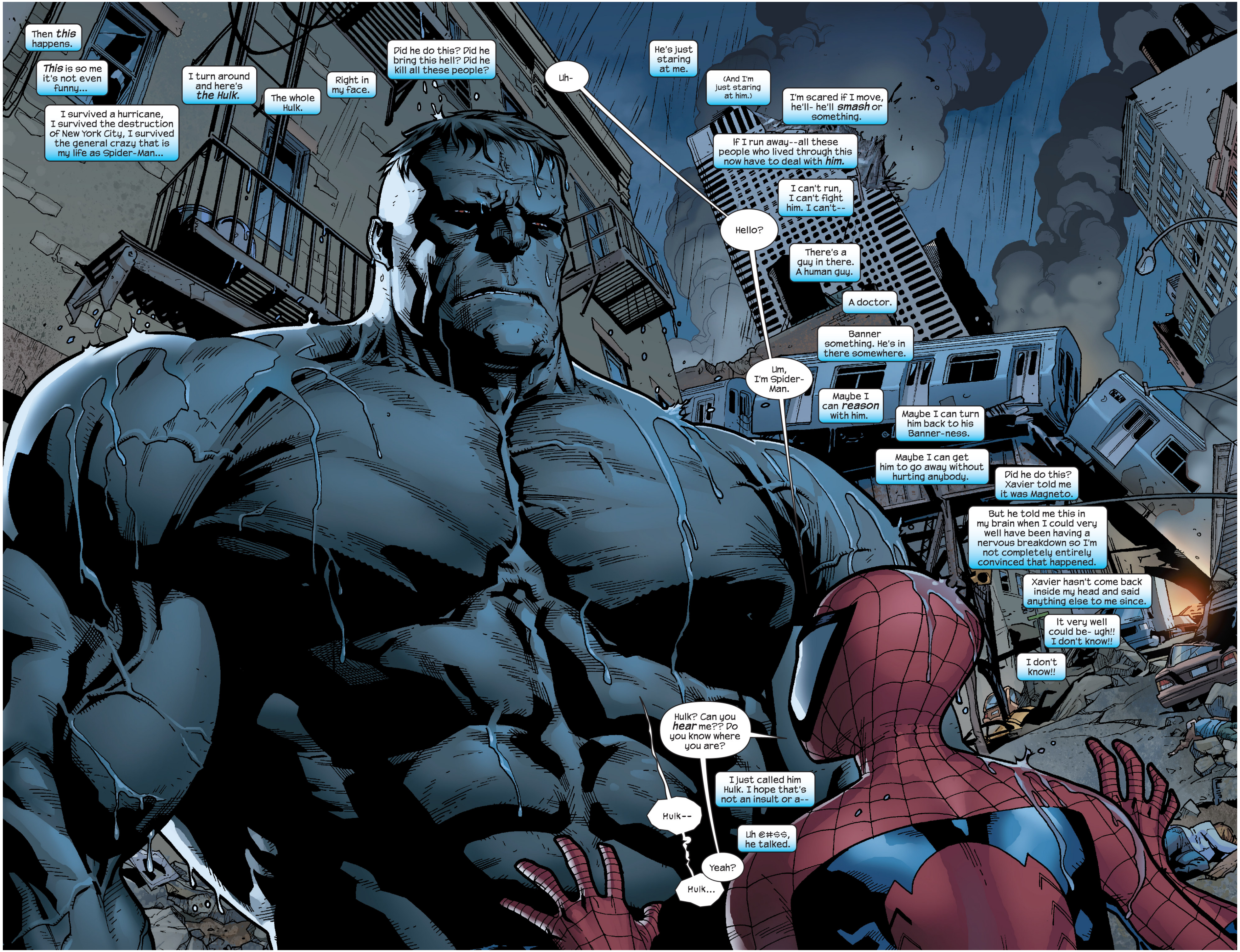

Jonah, the copter pilot said he wants to go back to the city, see if he can airlift anyone else out.
Sure, sure... Robbie.
Have you heard from your wife?
She's dead, Robbie.
Everyone we know is dead.
We don't *know* that.
Yes, we do.
We do.
New York is- it's *gone.*
Let's wait 'til we get *all* the facts.
Always the reporter.
Always.
Robbie...
I was so wrong and you were one hundred percent right.
About what?
So wrong.
What are we-??
Spider-Man.
For months now, since- since the day he arrived...
All I've done is poke at him, call him names, blame him for- for anything.
With the smallest string I tie him to anything I could think of because it sells me papers.
Because I thought it was funny.
And today...
Today I looked out my window.
The world was coming to an end. The world came to an end.
I looked out my window, and what did I see?

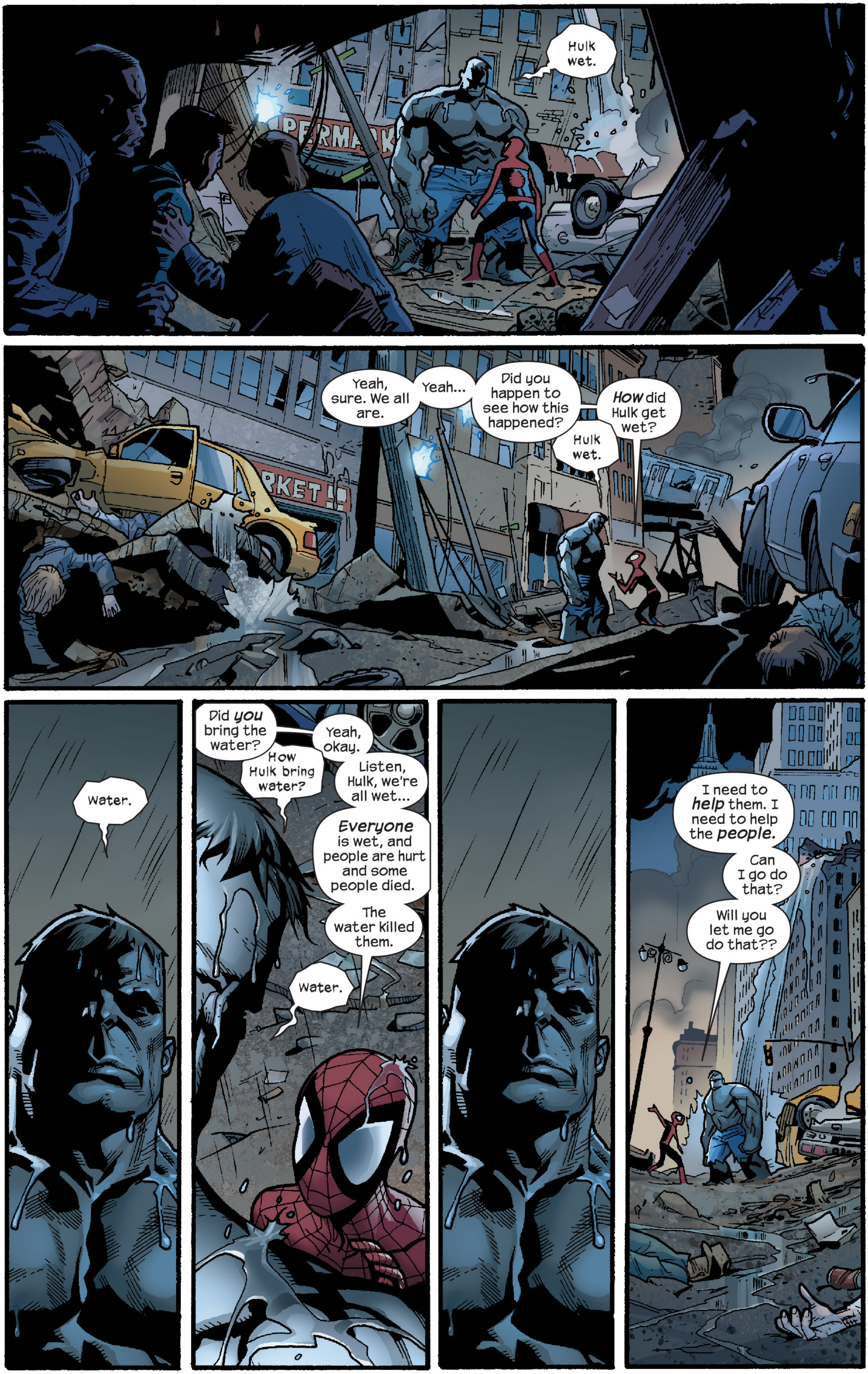

"I saw a hero.
"I see this man--this hero--jumping in.
"Not running away.
"(Like we did.)
"He jumped in and tried to save anyone he could.
"I'm...
"I am completely ashamed of myself."

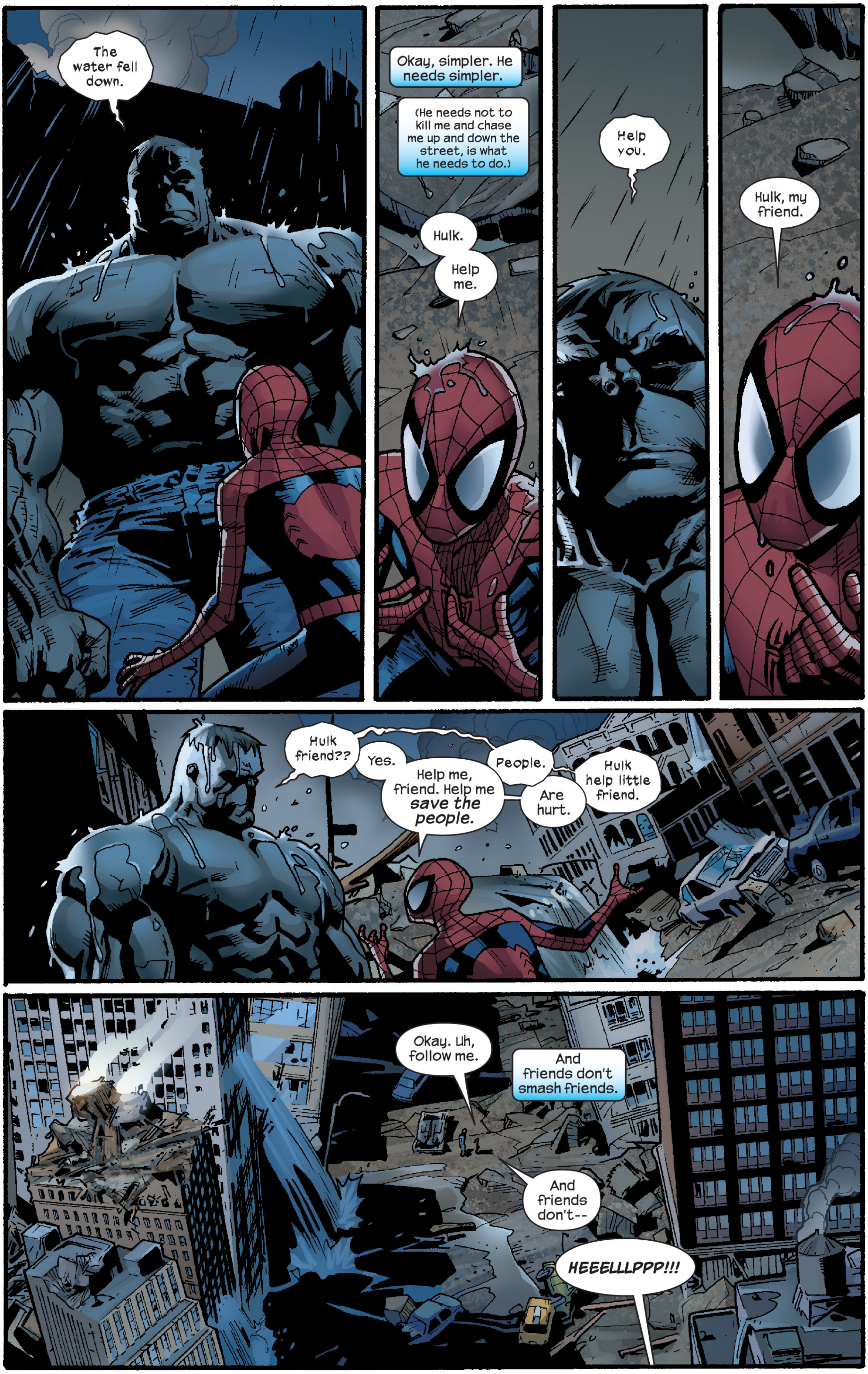

Why?
Why did I do this? Why did I mock him?
Because he wore a costume? That gives me the right?
It was cheap and it was--
It's- it seems it is who I am.
And every day you tried to stop me. EVERY DAY.
You were right.
I'm going to- I'm going to make it up to him. Dead or alive. Right now.
Whatever has happened, I'm going to tell the world what I know.
This Spider-Man-- I'm going to tell the world what I know is true.
He is everything I'm not- and I'm going to tell the world.
Jonah, just sit down and--
Get me a keyboard. Give me a--
I need to write.
I need to write.
TAP
TAP
TAP
TAP
TAP
TAP
TAP
TAP

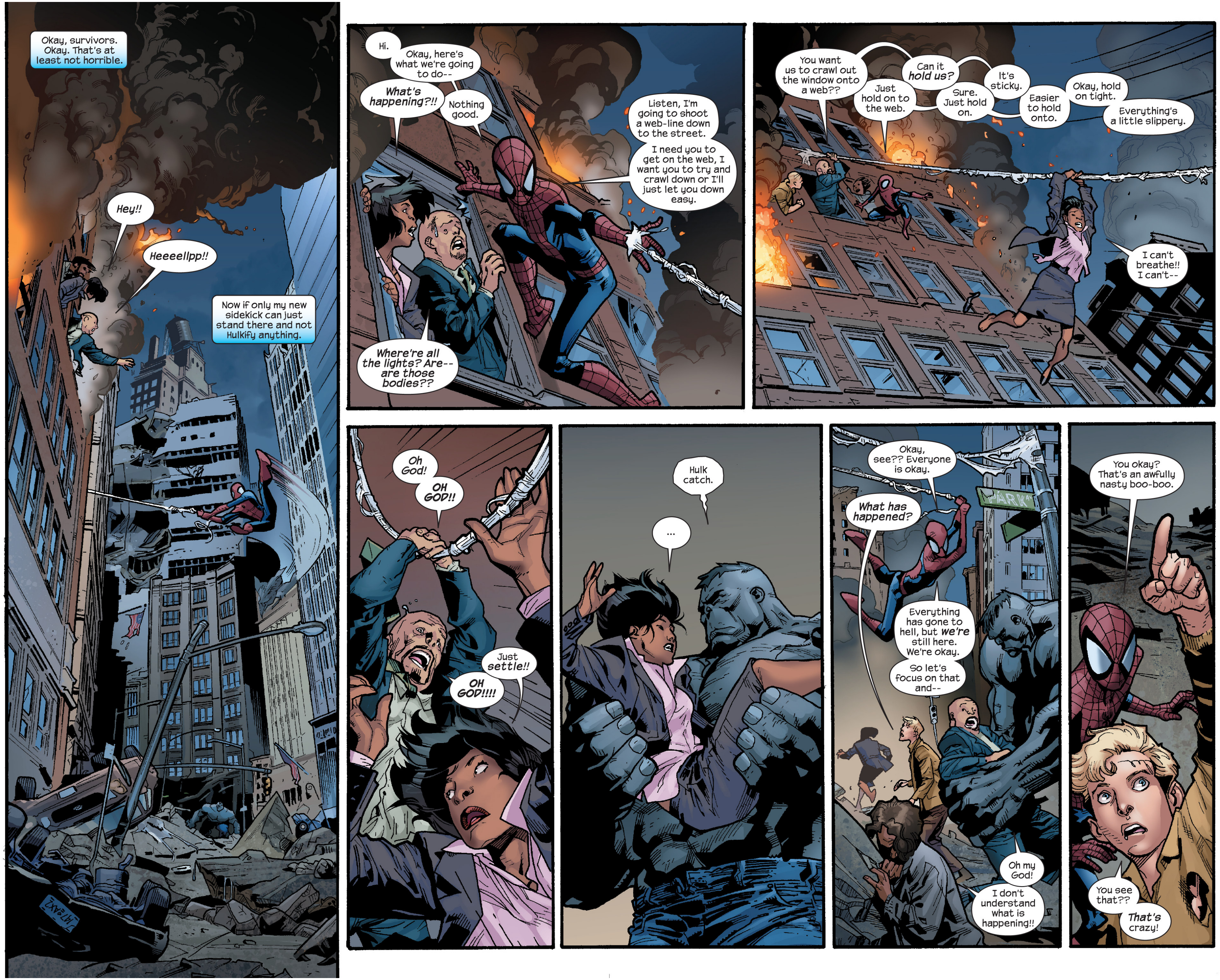

Queens.
Is this another one of yours?
What did you call me?
Uh-- are you all right?
You called me Aunt May.
Um--
Not May-- AUNT MAY. You called me Aunt May.
Uh--
Who are-- AAIIE!!
Put me down. Put me down. Put me down.
PUT ME DOWN!!
Sorry, listen, higher ground is better.
Oh my God!!
Sorry.
You called me Aunt May, you're dressed like, you're a girl dressed like...him.
Who are you??
You heard wrong. I-I just wanted to--
No, you--
I just- just try to stay safe, something really bad is--
Oh my...

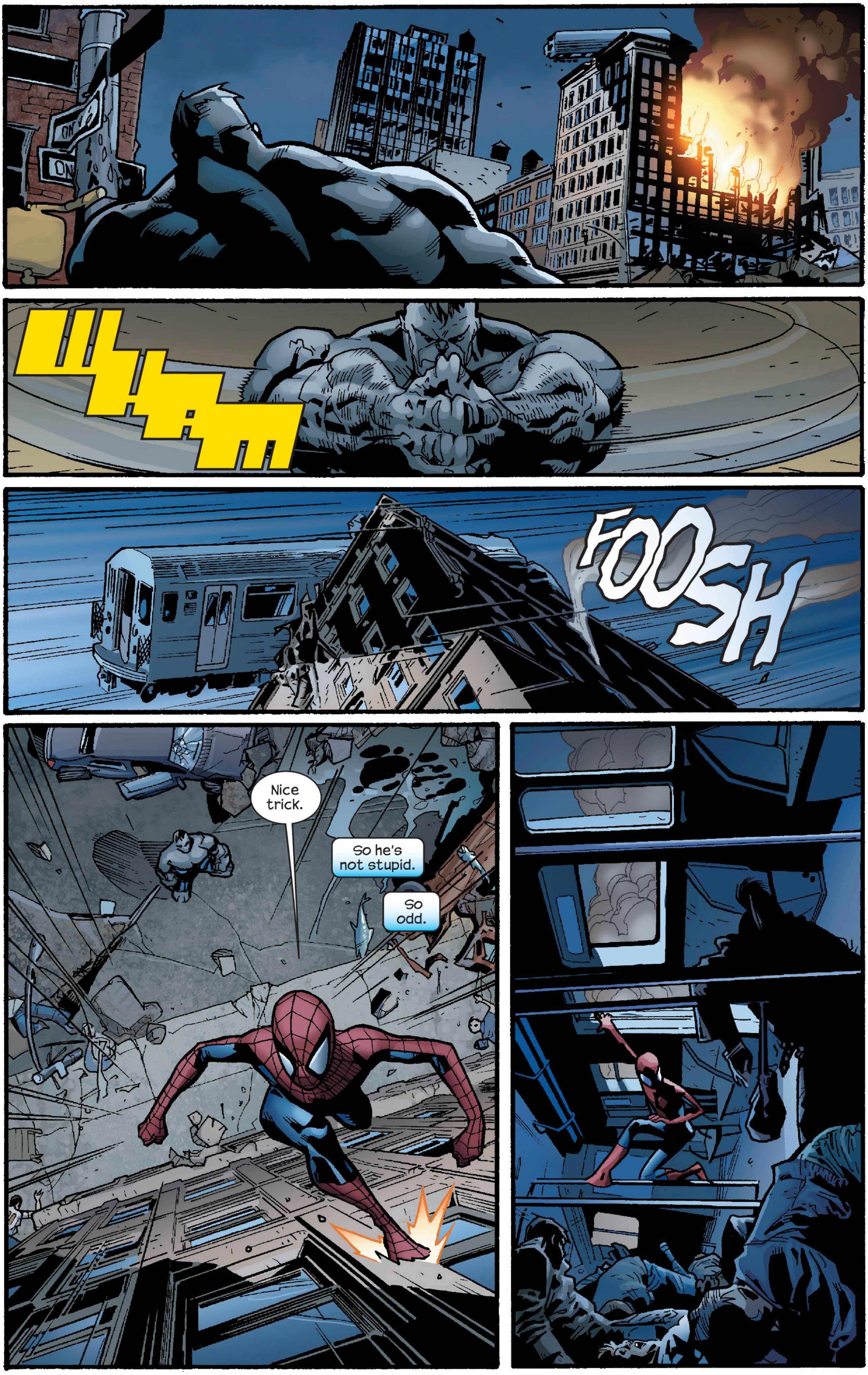

Oh my God. What's happened?
I-I don't know.
The water--it just came.
You know my Peter.
I--
You *know* him.
Yes.
I- I don't care how. I don't...
But you *find* him. And you bring him *back* to me.
Please calm down.
You find him and you bring him back.
He's all I have left.
Yes, ma'am.
Well there's bad and there's bad...
And I thought today was about as bad as bad could get...

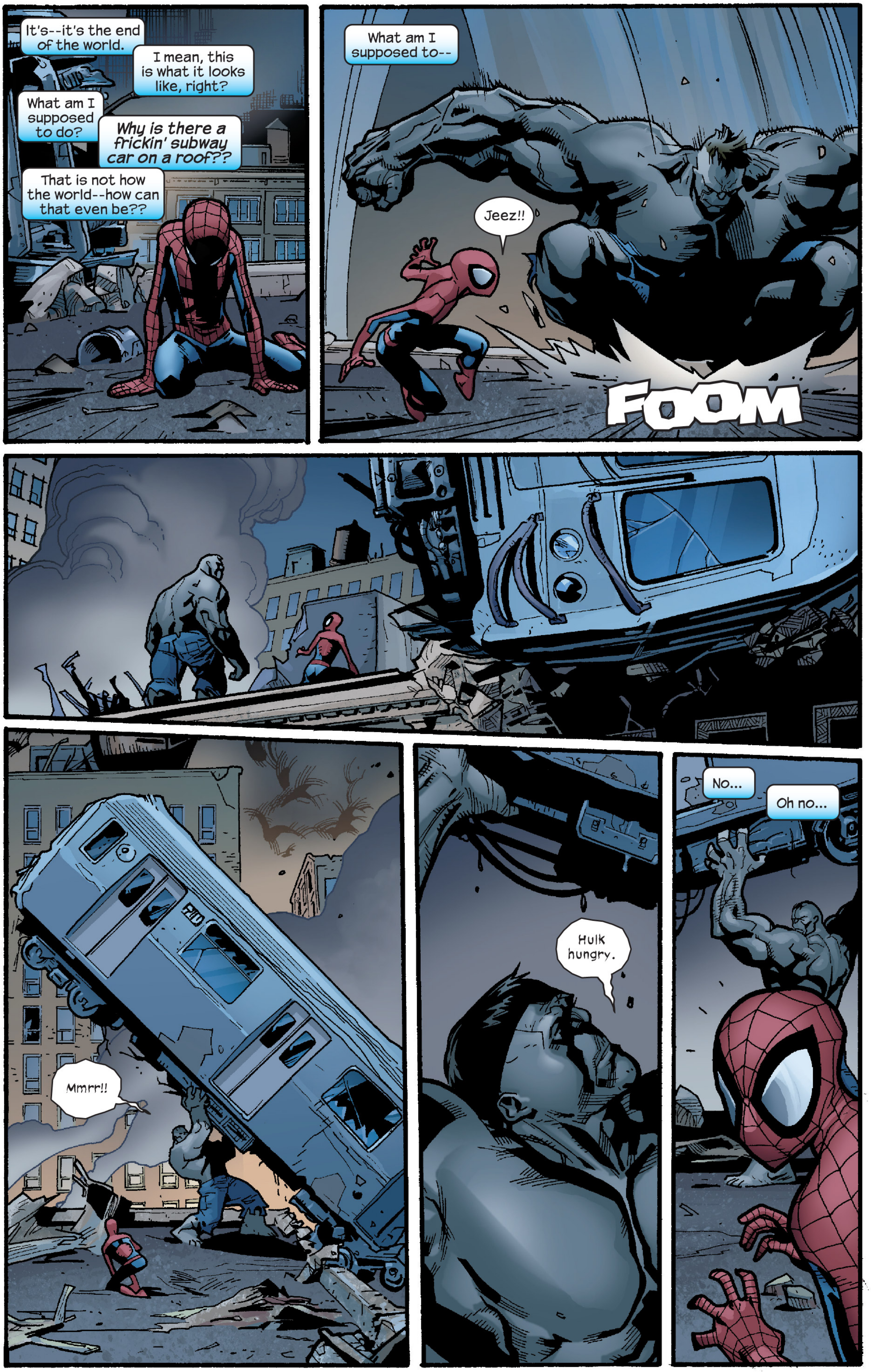

Then *this* happens.
This is so me it's not even funny...
I survived a hurricane, I survived the destruction of New York City, I survived the general crazy that is my life as Spider-Man...
I turn around and here's ***the Hulk.***
The whole Hulk.
Right in my face.
Did he do this? Did he bring this hell? Did he kill all these people?
Uh-
He's just staring at me.
(And I'm just staring at him.)
I'm scared if I move, he'll- he'll ***smash*** or something.
If I run away--all these people who lived through this now have to deal with ***him.***
I can't run, I can't fight him. I can't--
Hello?
There's a guy in there. A human guy.
A doctor.
Banner something. He's in there somewhere.
Um, I'm Spider-Man.
Maybe I can ***reason*** with him.
Maybe I can turn him back to his Banner-ness.
Maybe I can get him to go away without hurting anybody.
Did he do this? Xavier told me it was Magneto.
But he told me this in my brain when I could very well have been having a nervous breakdown so I'm not completely entirely convinced that happened.
Xavier hasn't come back inside my head and said anything else to me since.
It very well could be- ugh!! I don't know!!
I don't know!!
Hulk? Can you ***hear*** me?? Do you know where you are?
I just called him Hulk. I hope that's not an insult or a--
Hulk--
Uh @#$$, he talked.
Yeah?
Hulk...

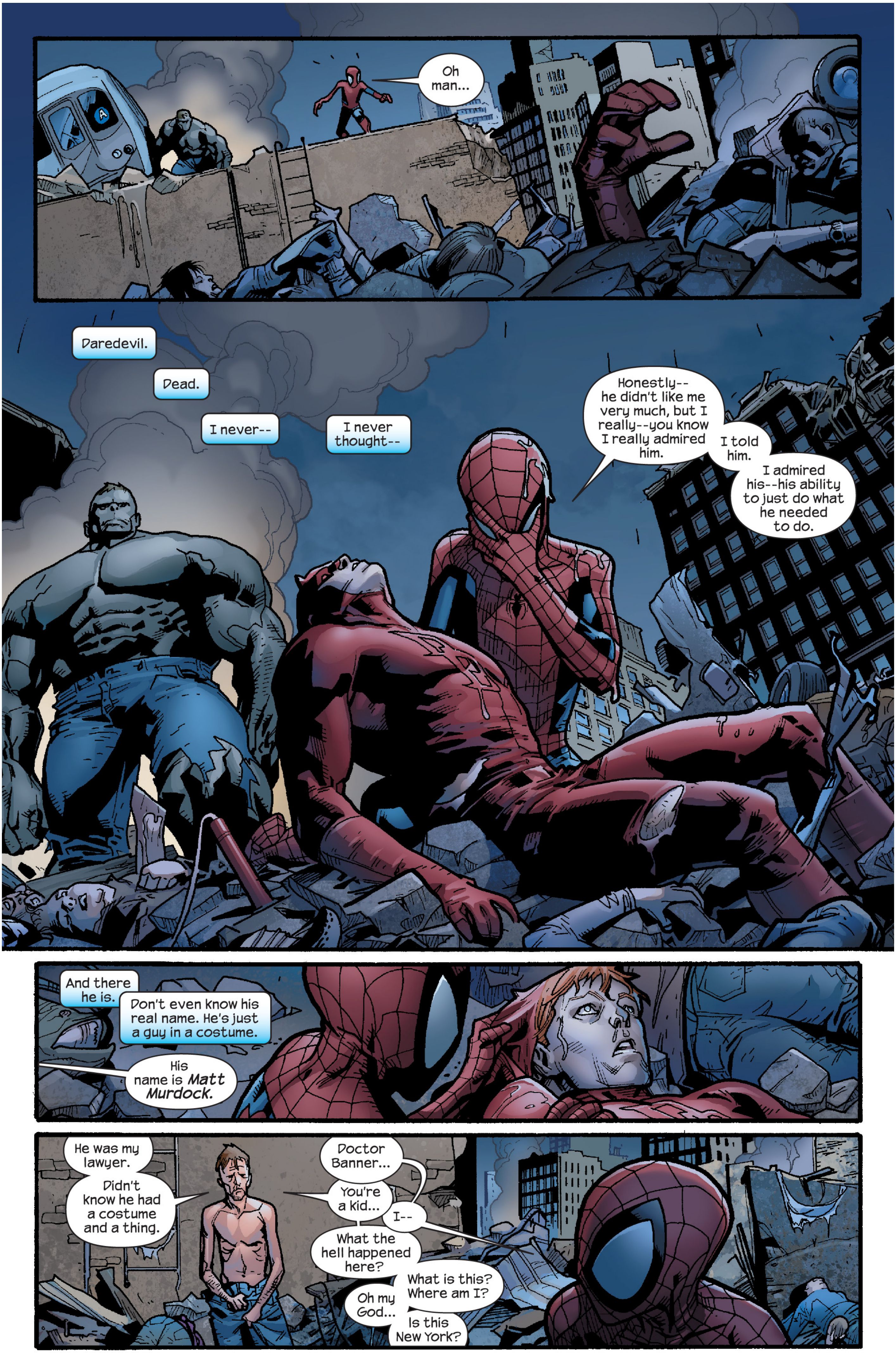

Hulk wet.
Yeah, sure. We all are.
Yeah...
Did you happen to see how this happened?
Hulk wet.
How did Hulk get wet?
Water.
Did *you* bring the water?
How Hulk bring water?
Yeah, okay.
Listen, Hulk, we're all wet...
Everyone is wet, and people are hurt and some people died.
The water killed them.
Water.
I need to ***help*** them. I need to help the ***people.***
Can I go do that?
Will you let me go do that??

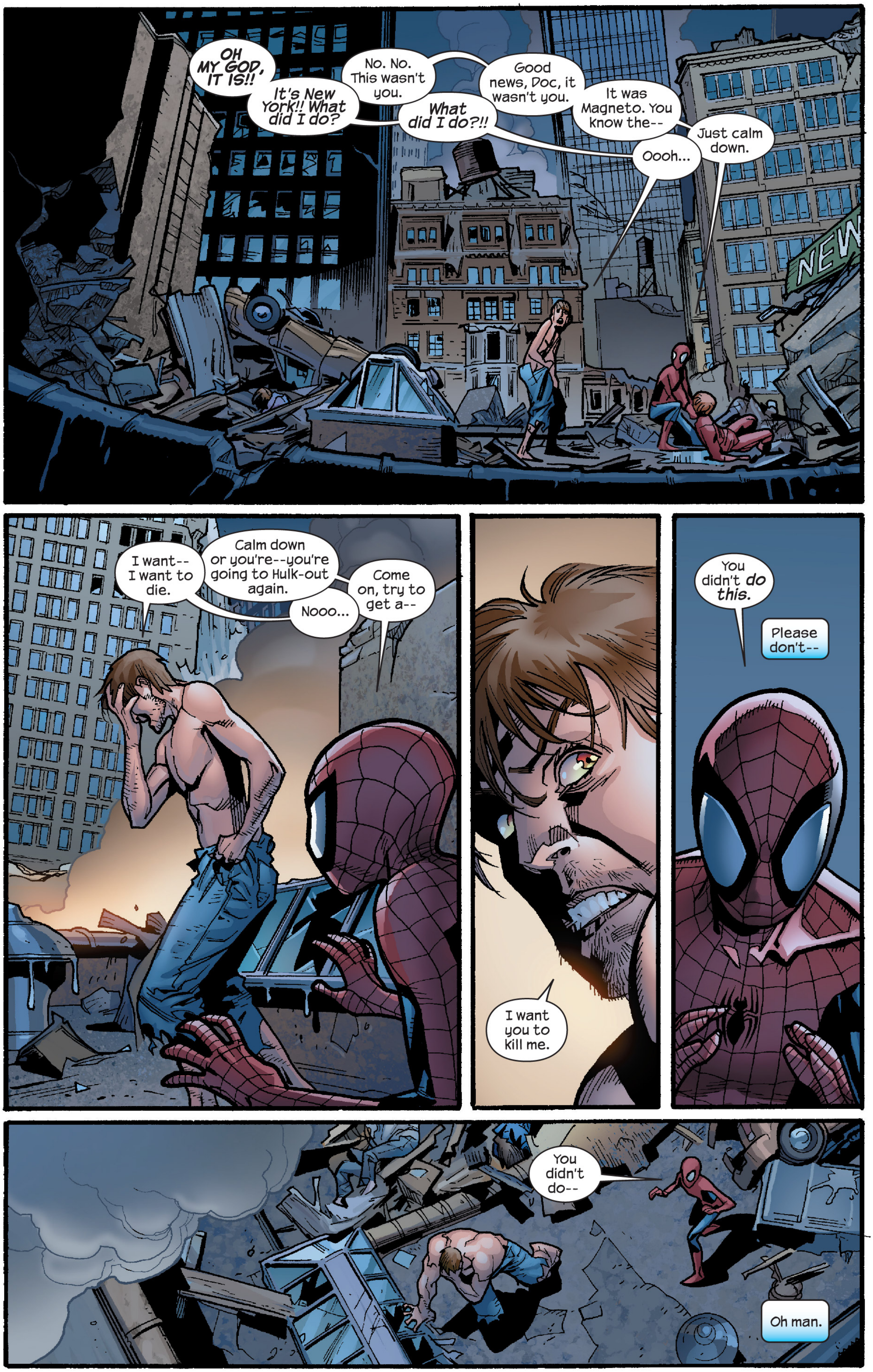

The water fell down.
Okay, simpler. He needs simpler.
(He needs not to kill me and chase me up and down the street, is what he needs to do.)
Hulk.
Help me.
Help you.
Hulk, my friend.
Hulk friend??
Yes.
Help me, friend. Help me *save the people.*
People.
Are hurt.
Hulk help little friend.
Okay. Uh, follow me.
And friends don't smash friends.
And friends don't--
HEEELLLPPP!!!

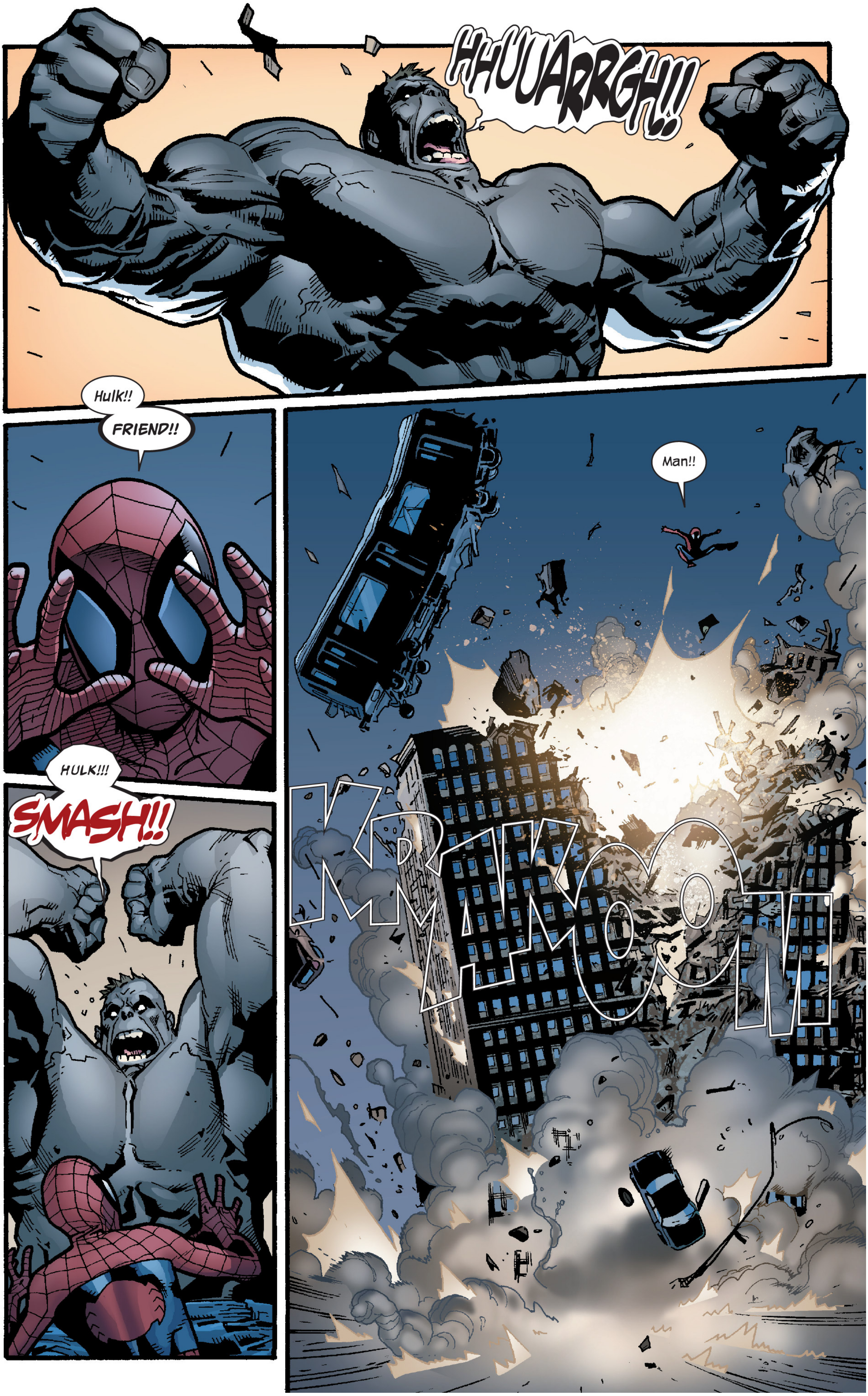

Okay, survivors. Okay. That's at least not horrible.
Hey!!
Heeeellpp!!
Now if only my new sidekick can just stand there and not Hulkify anything.
Hi.
Okay, here's what we're going to do--
What's happening?!!
Nothing good.
Listen, I'm going to shoot a web-line down to the street.
I need you to get on the web, I want you to try and crawl down or I'll just let you down easy.
Where're all the lights? Are-- are those bodies??
You want us to crawl out the window onto a web??
Just hold on to the web.
Can it ***hold us?***
Sure. Just hold on.
It's sticky.
Easier to hold onto.
Okay, hold on tight.
Everything's a little slippery.
I can't breathe!! I can't--
Oh God!
OH GOD!!
Just ***settle!!***
OH GOD!!!!
Hulk catch.
...
Okay, see?? Everyone is okay.
What has happened?
PARK
Everything has gone to hell, but ***we're*** still here. We're okay.
So let's focus on that and--
Oh my God!
I don't understand what is happening!!
You okay? That's an awfully nasty boo-boo.
You see that??
That's crazy!

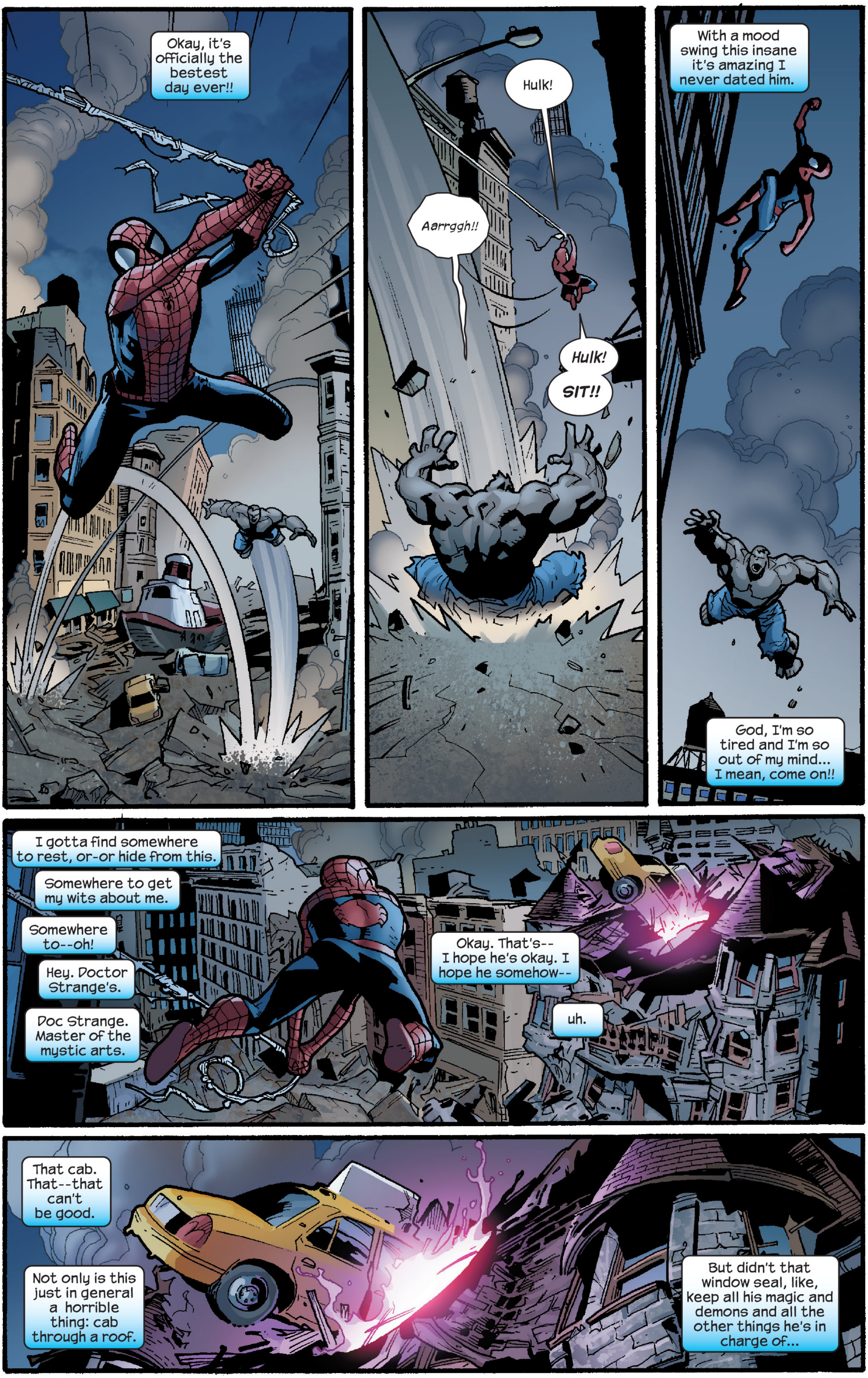

WHAM
FOOSH
Nice trick.
So he's not stupid.
So odd.

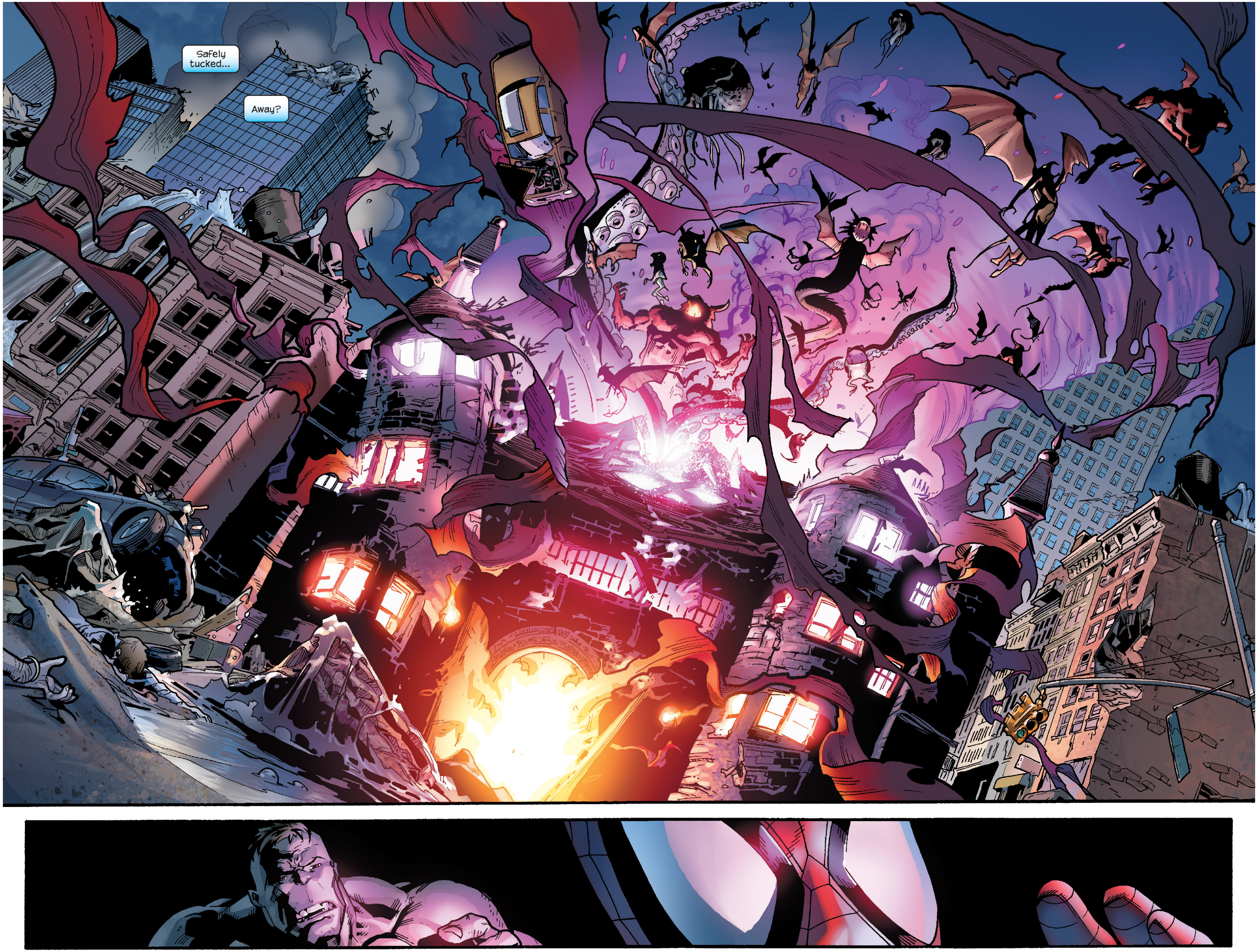

It's--it's the end of the world.
I mean, this is what it looks like, right?
What am I supposed to do?
Why is there a frickin' subway car on a roof??
That is not how the world--how can that even be??
What am I supposed to--
Jeez!!
FOOM
Mmrr!!
Hulk hungry.
No...
Oh no...


Oh man...
Daredevil.
Dead.
I never--
I never thought--
Honestly--he didn't like me very much, but I really--you know I really admired him.
I told him.
I admired his--his ability to just do what he needed to do.
And there he is.
Don't even know his real name. He's just a guy in a costume.
His name is *Matt Murdock.*
He was my lawyer.
Didn't know he had a costume and a thing.
Doctor Banner...
You're a kid...
I--
What the hell happened here?
What is this? Where am I?
Oh my God...
Is this New York?


OH MY GOD, IT IS!!
It's New York!! What did I do?
No. No. This wasn't you.
What did I do?!!
Good news, Doc, it wasn't you.
It was Magneto. You know the--
Oooh...
Just calm down.
NEW
I want-- I want to die.
Calm down or you're--you're going to Hulk-out again.
Nooo...
Come on, try to get a--
I want you to kill me.
You didn't *do* *this.*
Please don't--
You didn't do--
Oh man.


HHUUARRGH!!
Hulk!!
FRIEND!!
HULK!!!
SMASH!!
Man!!
KRAKOOM


Okay, it's officially the bestest day ever!!
Hulk!
Aarrggh!!
Hulk!
SIT!!
With a mood swing this insane it's amazing I never dated him.
God, I'm so tired and I'm so out of my mind... I mean, come on!!
I gotta find somewhere to rest, or-or hide from this.
Somewhere to get my wits about me.
Somewhere to--oh!
Hey. Doctor Strange's.
Doc Strange. Master of the mystic arts.
Okay. That's-- I hope he's okay. I hope he somehow--
uh.
That cab. That--that can't be good.
Not only is this just in general a horrible thing: cab through a roof.
But didn't that window seal, like, keep all his magic and demons and all the other things he's in charge of...


Safely tucked...
Away?

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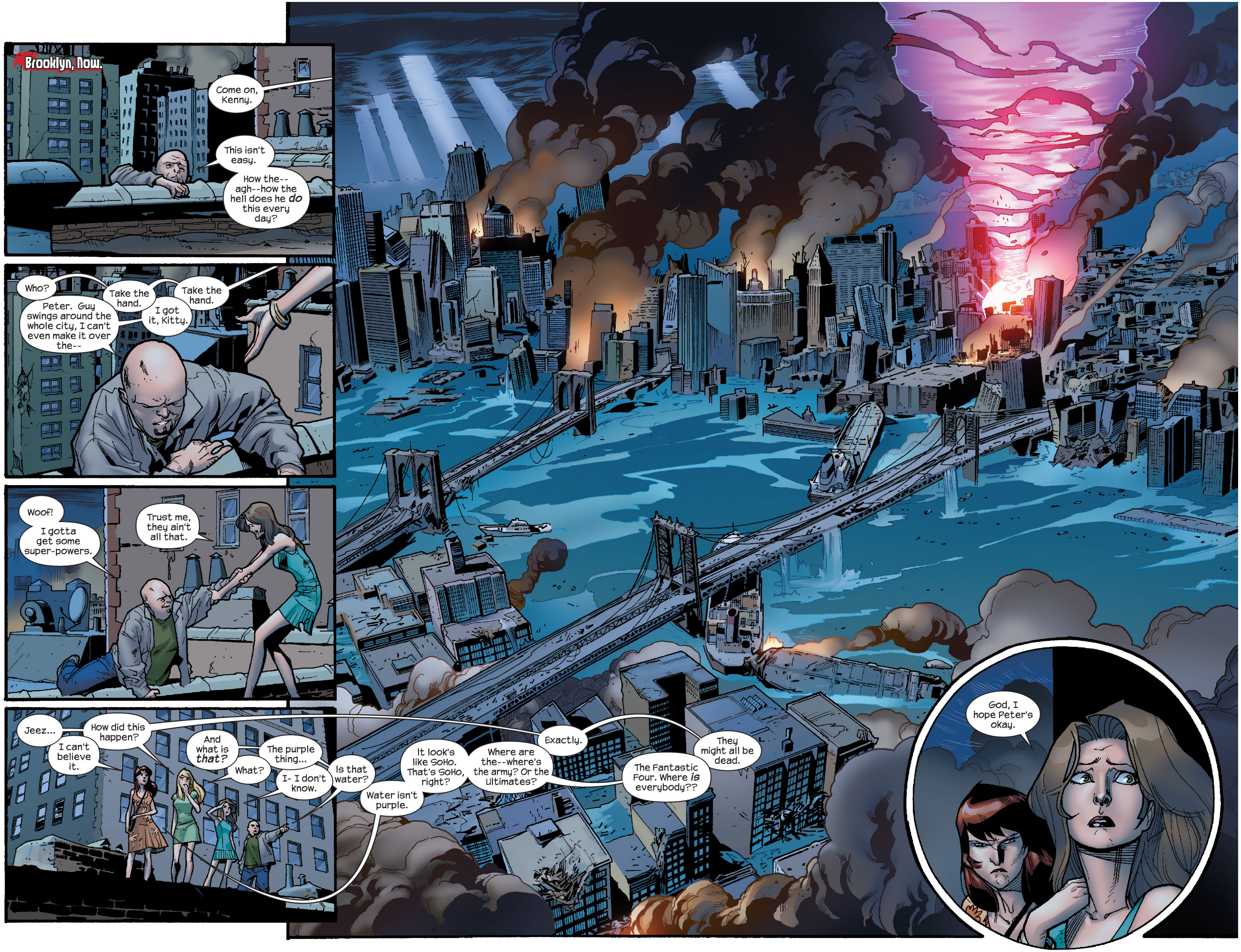
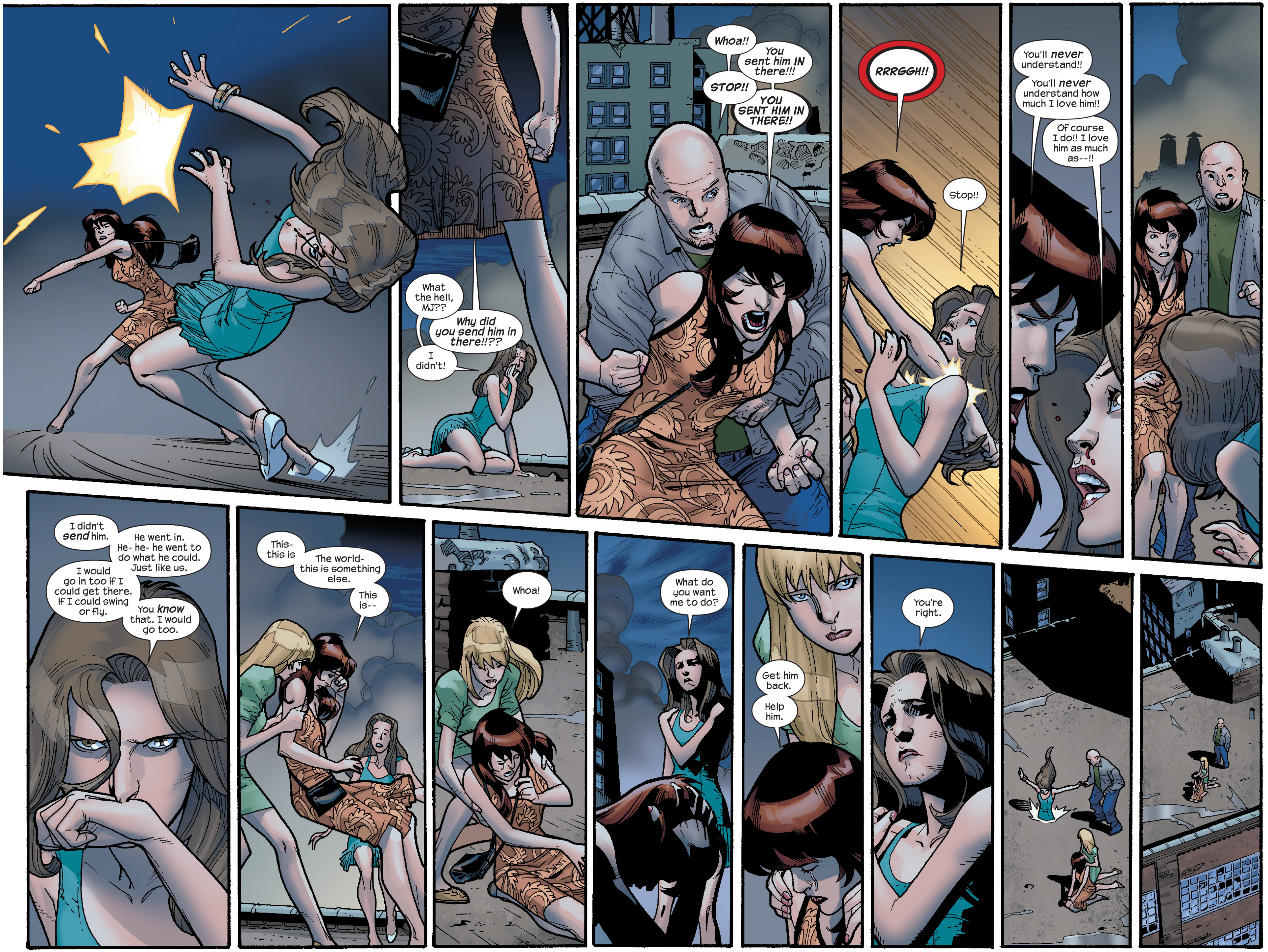
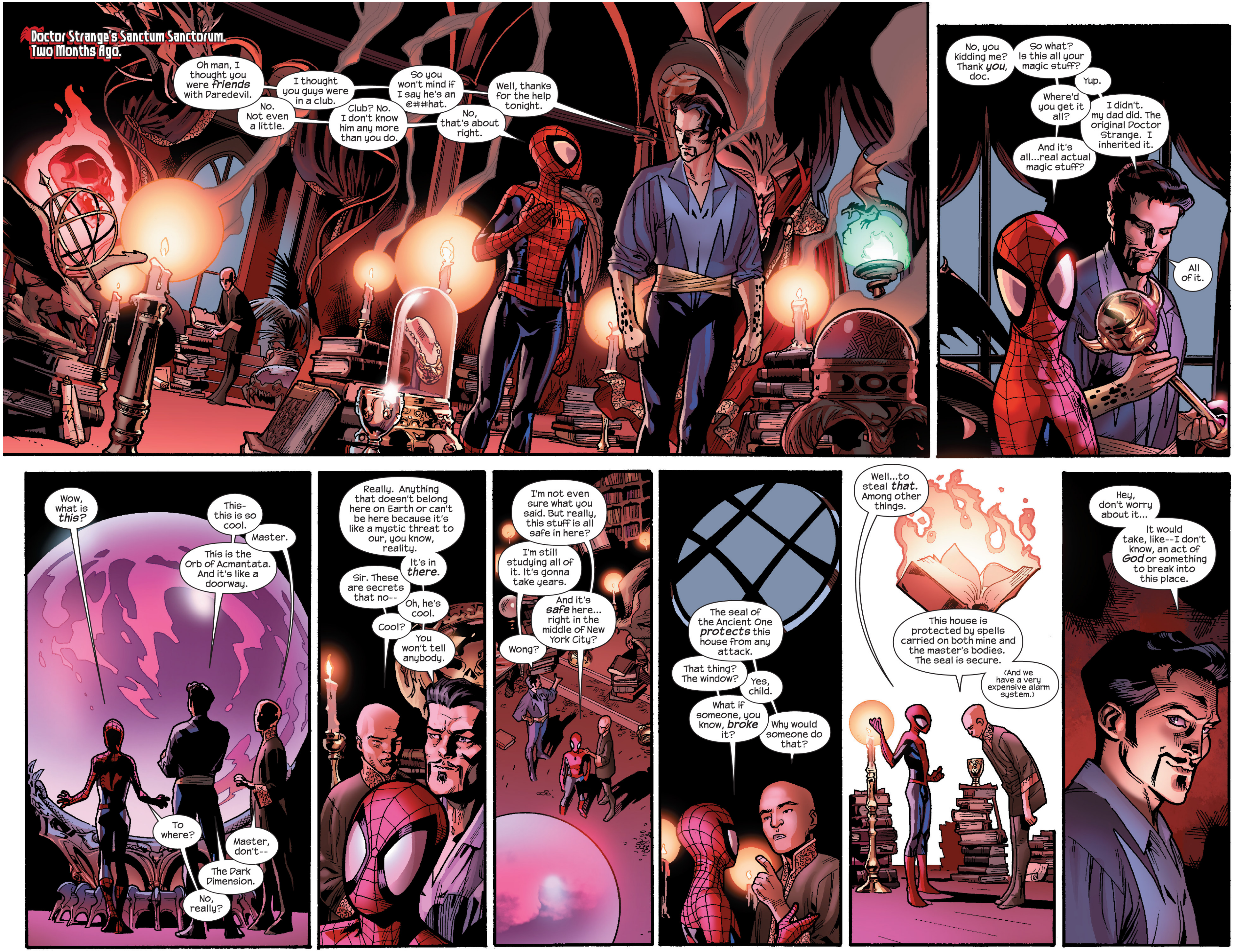
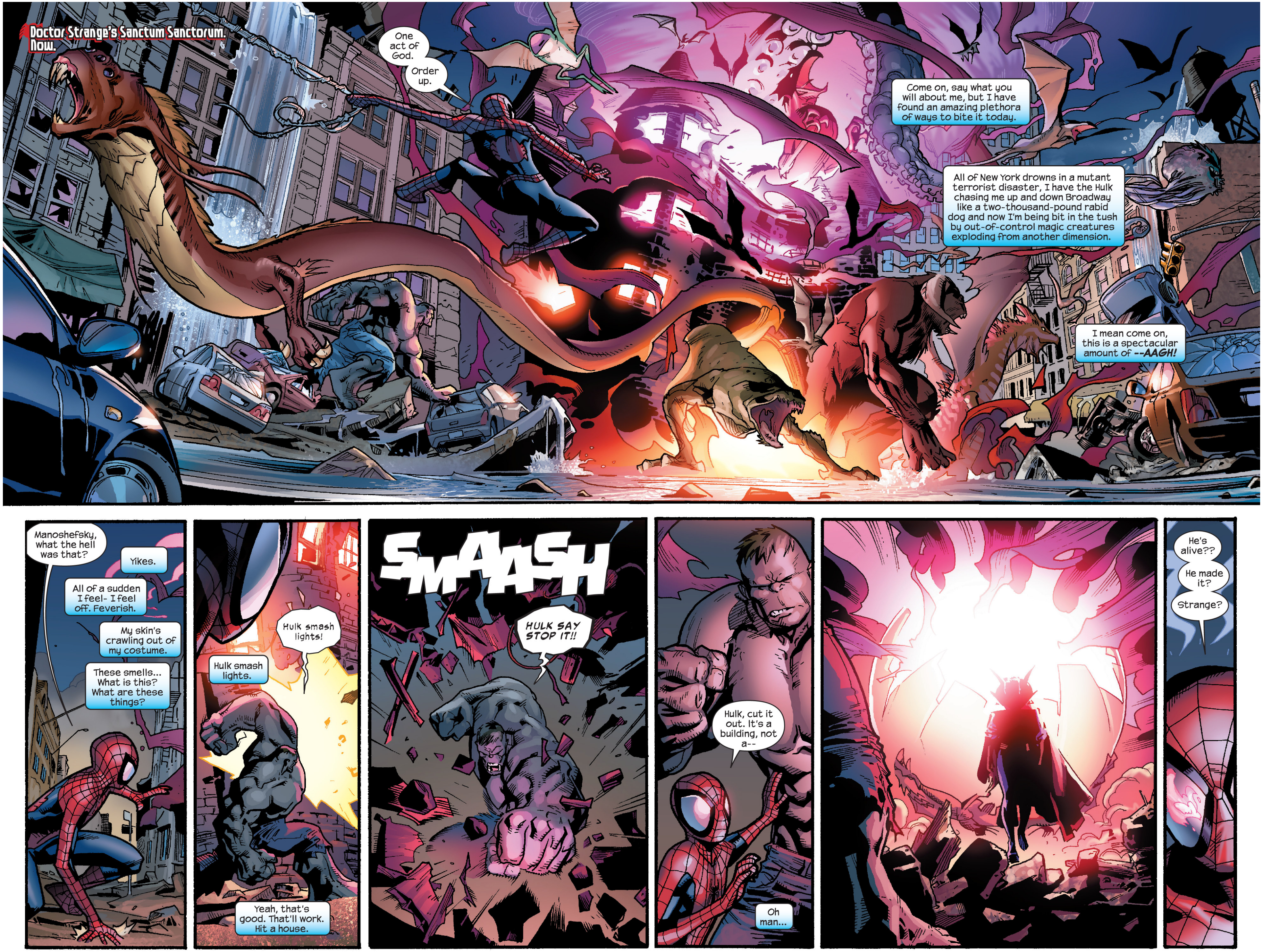
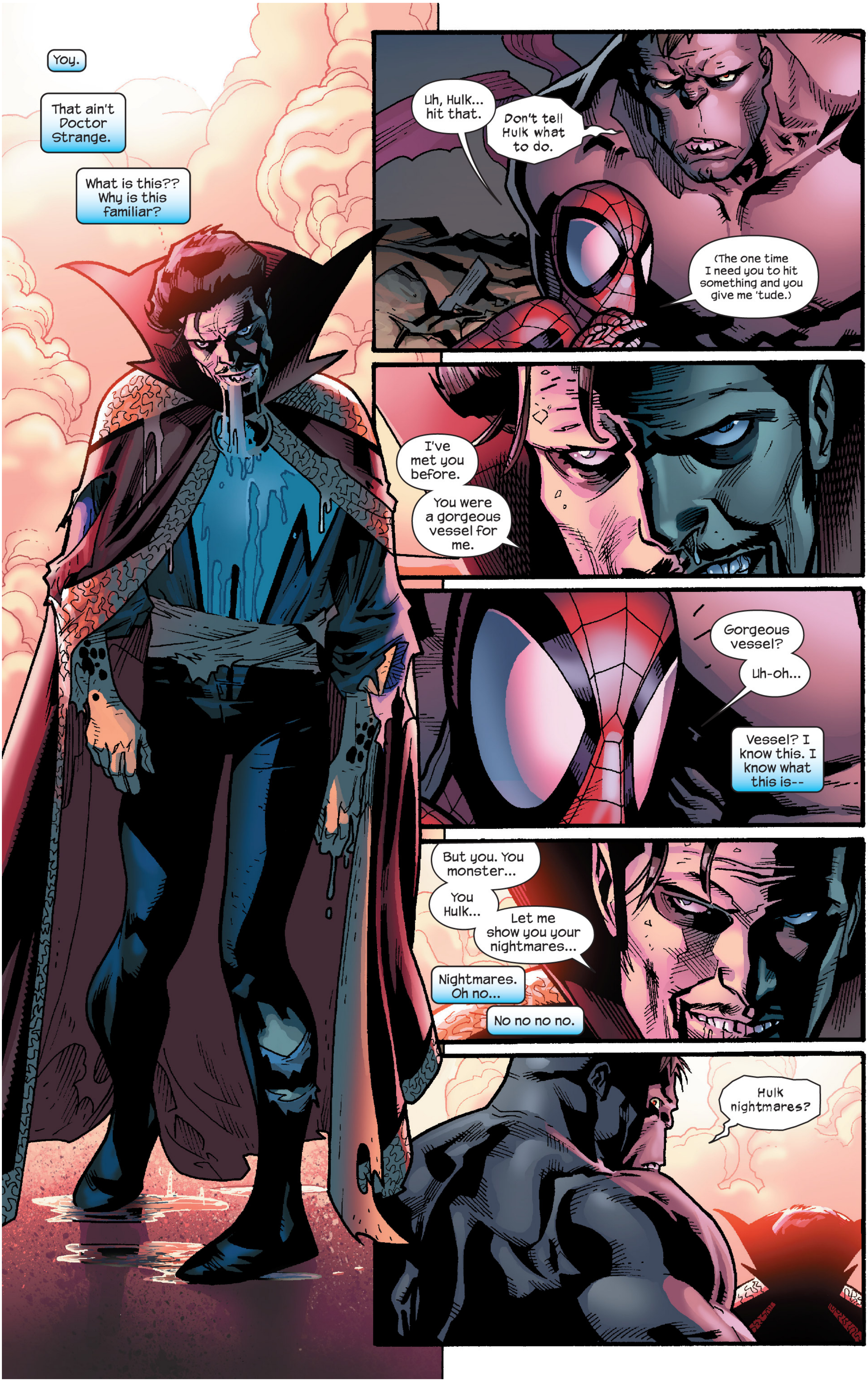
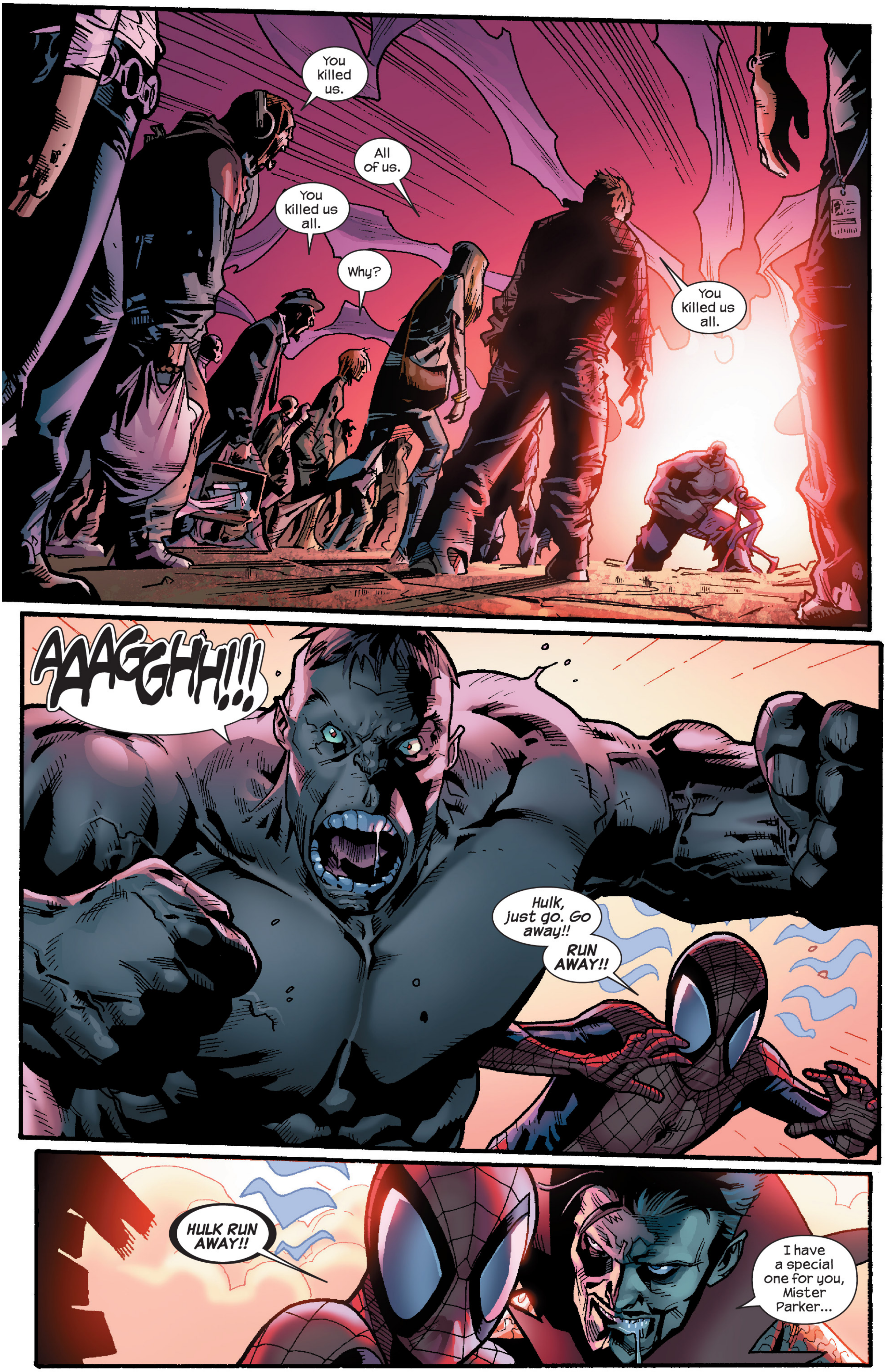

Brooklyn, Now.
Come on, Kenny.
This isn't easy.
How the--agh--how the hell does he *do* this every day?
Who?
Peter. Guy swings around the whole city, I can't even make it over the--
Take the hand.
I got it, Kitty.
Take the hand.
Woof!
I gotta get some super-powers.
Trust me, they ain't all that.
Jeez...
I can't believe it.
How did this happen?
And what is *that?*
What?
The purple thing...
I- I don't know.
Is that water?
Water isn't purple.
It look's like SoHo. That's SoHo, right?
Where are the--where's the army? Or the Ultimates?
The Fantastic Four. Where *is* everybody??
Exactly.
They might all be dead.
God, I hope Peter's okay.

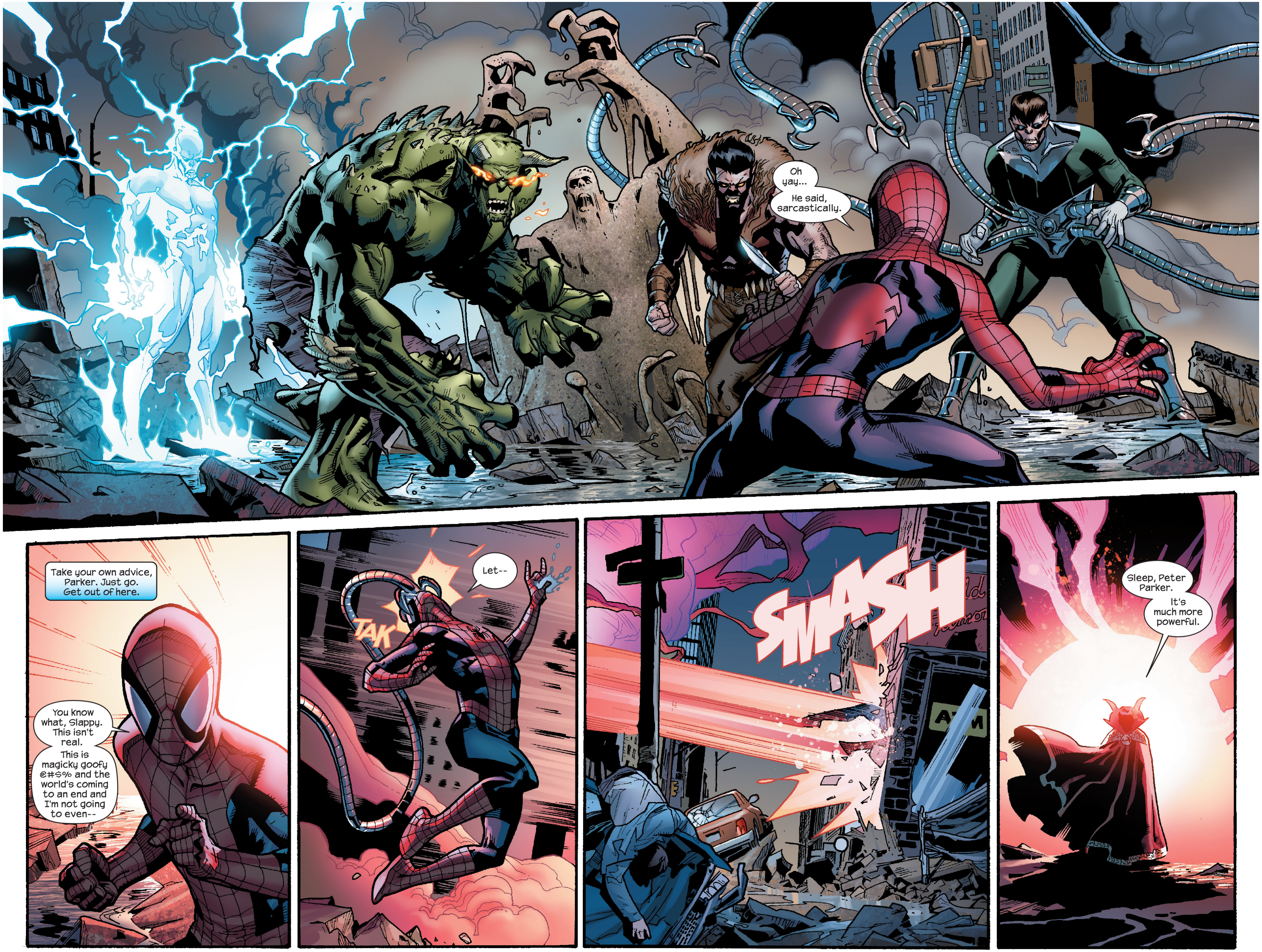

What the hell, MJ??
Why did you send him in there!!??
I didn't!
Whoa!!
You sent him IN there!!!
STOP!!
YOU SENT HIM IN THERE!!
RRRGGH!!
Stop!!
You'll never understand!!
You'll never understand how much I love him!!
Of course I do!! I love him as much as--!!
I didn't send him.
He went in. He- he- he went to do what he could. Just like us.
I would go in too if I could get there. If I could swing or fly.
You know that. I would go too.
This- this is
The world- this is something else.
This is--
Whoa!
What do you want me to do?
Get him back.
Help him.
You're right.

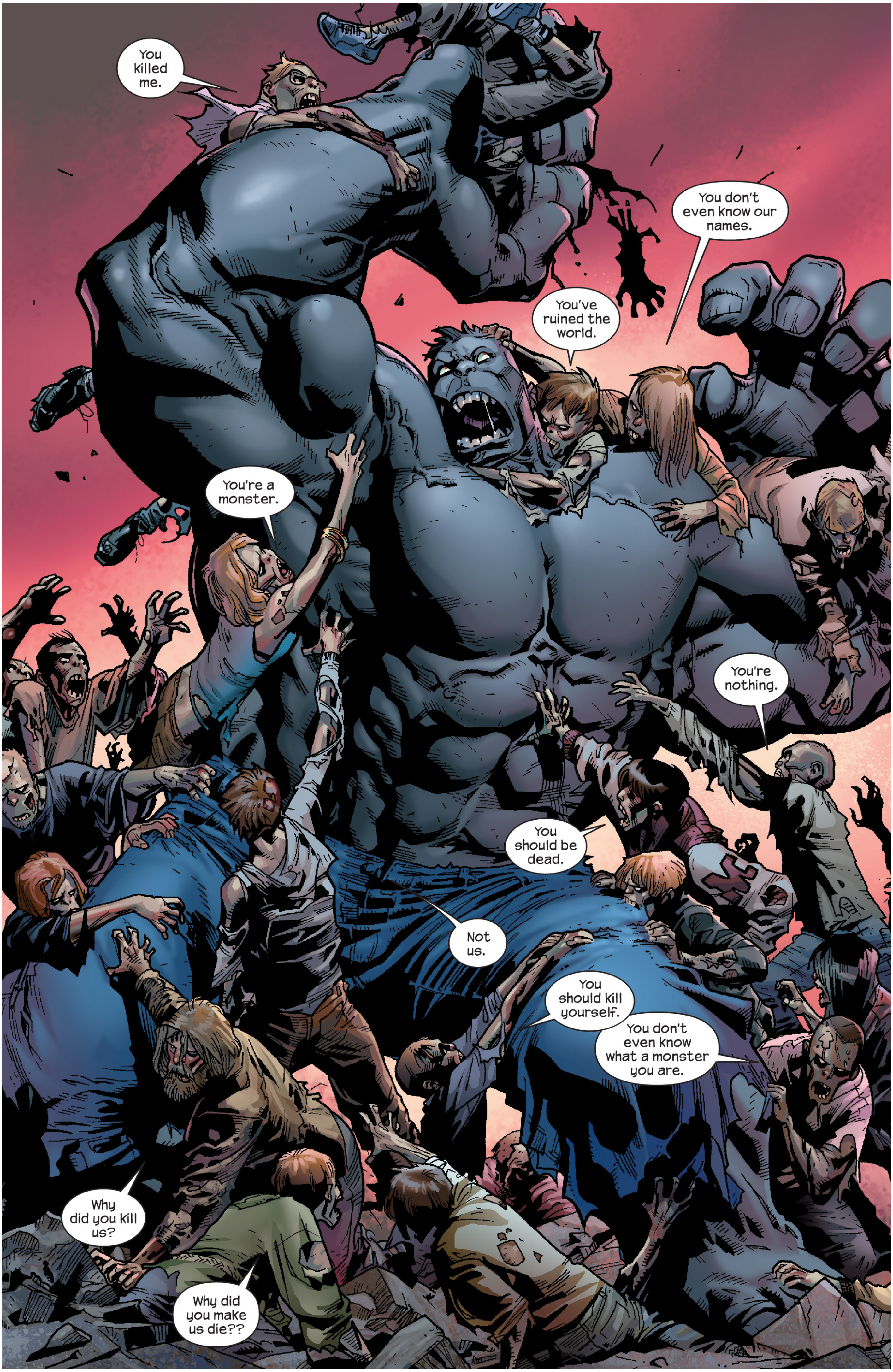

Doctor Strange's Sanctum Sanctorum.
Two Months Ago.
Oh man, I thought you were *friends* with Daredevil.
No. Not even a little.
I thought you guys were in a club.
Club? No. I don't know him any more than you do.
So you won't mind if I say he's an @##hat.
No, that's about right.
Well, thanks for the help tonight.
No, you kidding me? Thank *you*, doc.
So what? Is this all your magic stuff?
Yup.
Where'd you get it all?
I didn't. my dad did. The original Doctor Strange. I inherited it.
And it's all...real actual magic stuff?
All of it.
Wow, what is *this?*
This- this is so cool.
Master.
This is the Orb of Acmantata. And it's like a doorway.
To where?
Master, don't--
The Dark Dimension.
No, really?
Really. Anything that doesn't belong here on Earth or can't be here because it's like a mystic threat to our, you know, reality.
It's in *there.*
Sir. These are secrets that no--
Oh, he's cool.
Cool?
You won't tell anybody.
I'm not even sure what you said. But really, this stuff is all safe in here?
I'm still studying all of it. It's gonna take years.
And it's *safe* here... right in the middle of New York City?
Wong?
The seal of the Ancient One *protects* this house from any attack.
That thing? The window?
Yes, child.
What if someone, you know, *broke* it?
Why would someone do that?
Well...to steal *that.* Among other things.
This house is protected by spells carried on both mine and the master's bodies. The seal is secure.
(And we have a very expensive alarm system.)
Hey, don't worry about it...
It would take, like--I don't know, an act of *God* or something to break into this place.

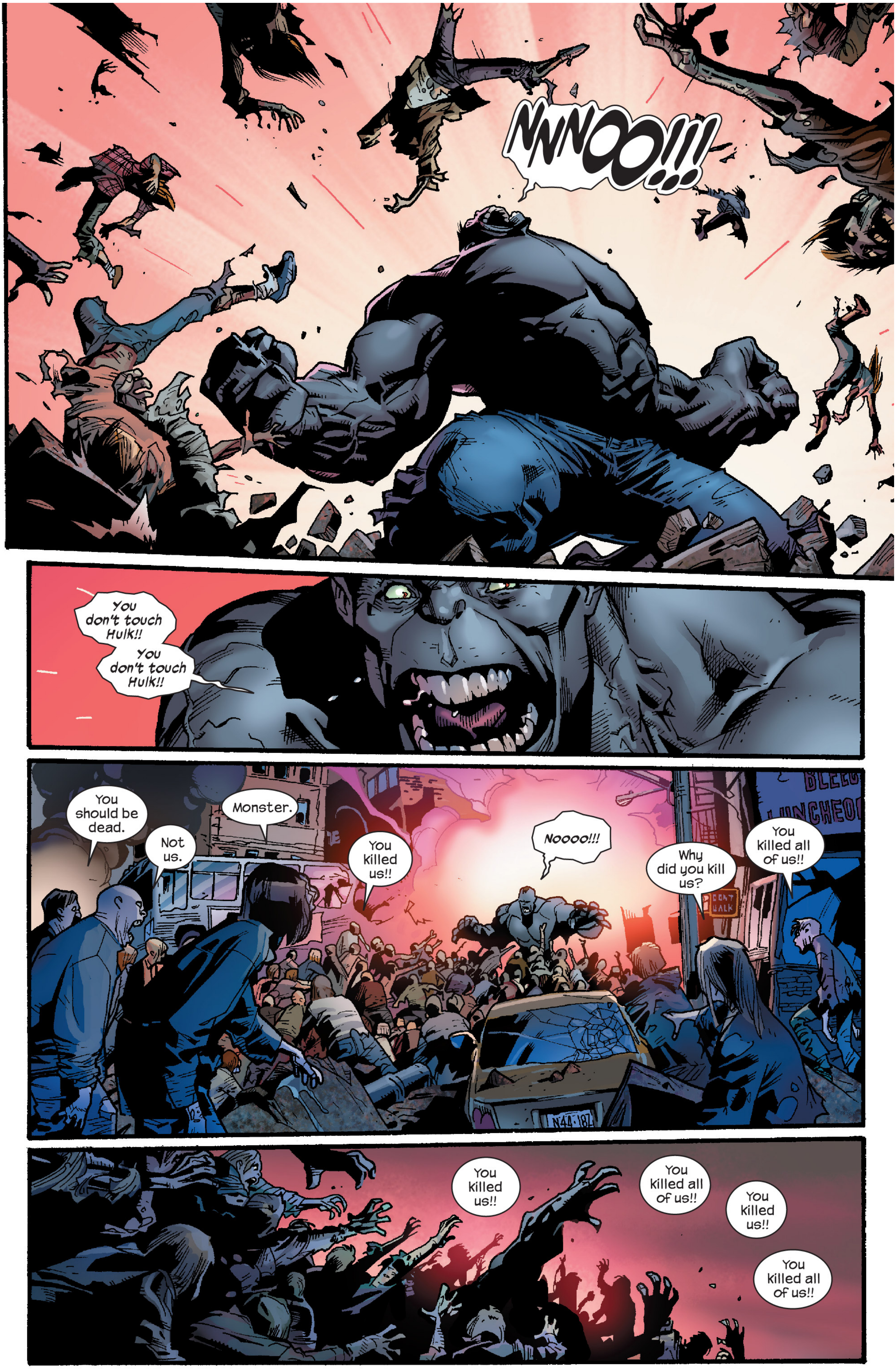

Doctor Strange's Sanctum Sanctorum. Now.
One act of God.
Order up.
Come on, say what you will about me, but I have found an amazing plethora of ways to bite it today.
All of New York drowns in a mutant terrorist disaster, I have the Hulk chasing me up and down Broadway like a two-thousand-pound rabid dog and now I'm being bit in the tush by out-of-control magic creatures exploding from another dimension.
I mean come on, this is a spectacular amount of --AAGH!
Manoshefsky, what the hell was that?
Yikes.
All of a sudden I feel- I feel off. Feverish.
My skin's crawling out of my costume.
These smells... What is this? What are these things?
Hulk smash lights!
Hulk smash lights.
Yeah, that's good. That'll work. Hit a house.
SMAASH
HULK SAY STOP IT!!
Hulk, cut it out. It's a building, not a--
Oh man...
He's alive??
He made it?
Strange?

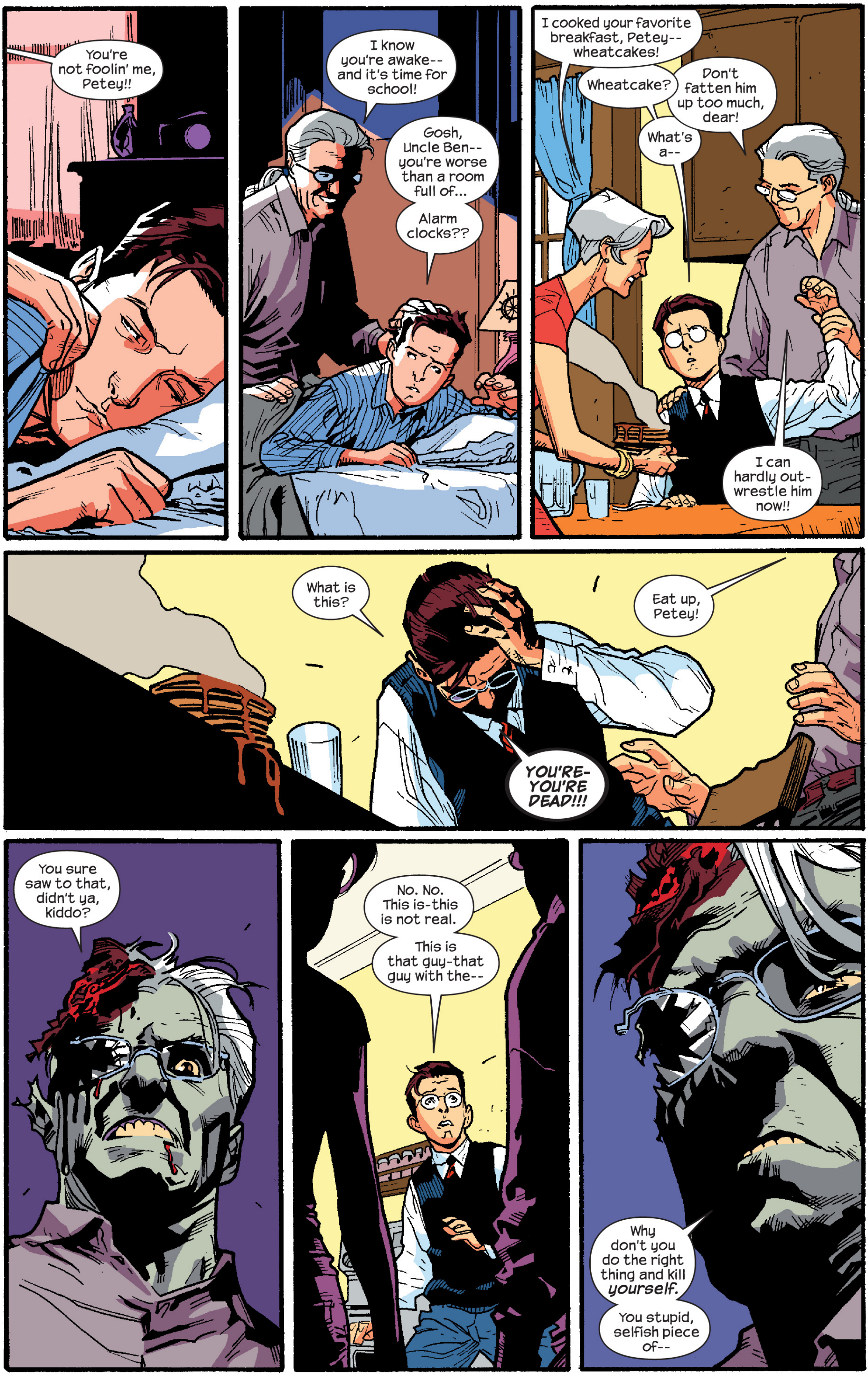

You.
That ain't Doctor Strange.
What is this?? Why is this familiar?
Uh, Hulk... hit that.
Don't tell Hulk what to do.
(The one time I need you to hit something and you give me 'tude.)
I've met you before.
You were a gorgeous vessel for me.
Gorgeous vessel?
Uh-oh...
Vessel? I know this. I know what this is--
But you. You monster...
You Hulk...
Let me show you your nightmares...
Nightmares. Oh no...
No no no no.
Hulk nightmares?

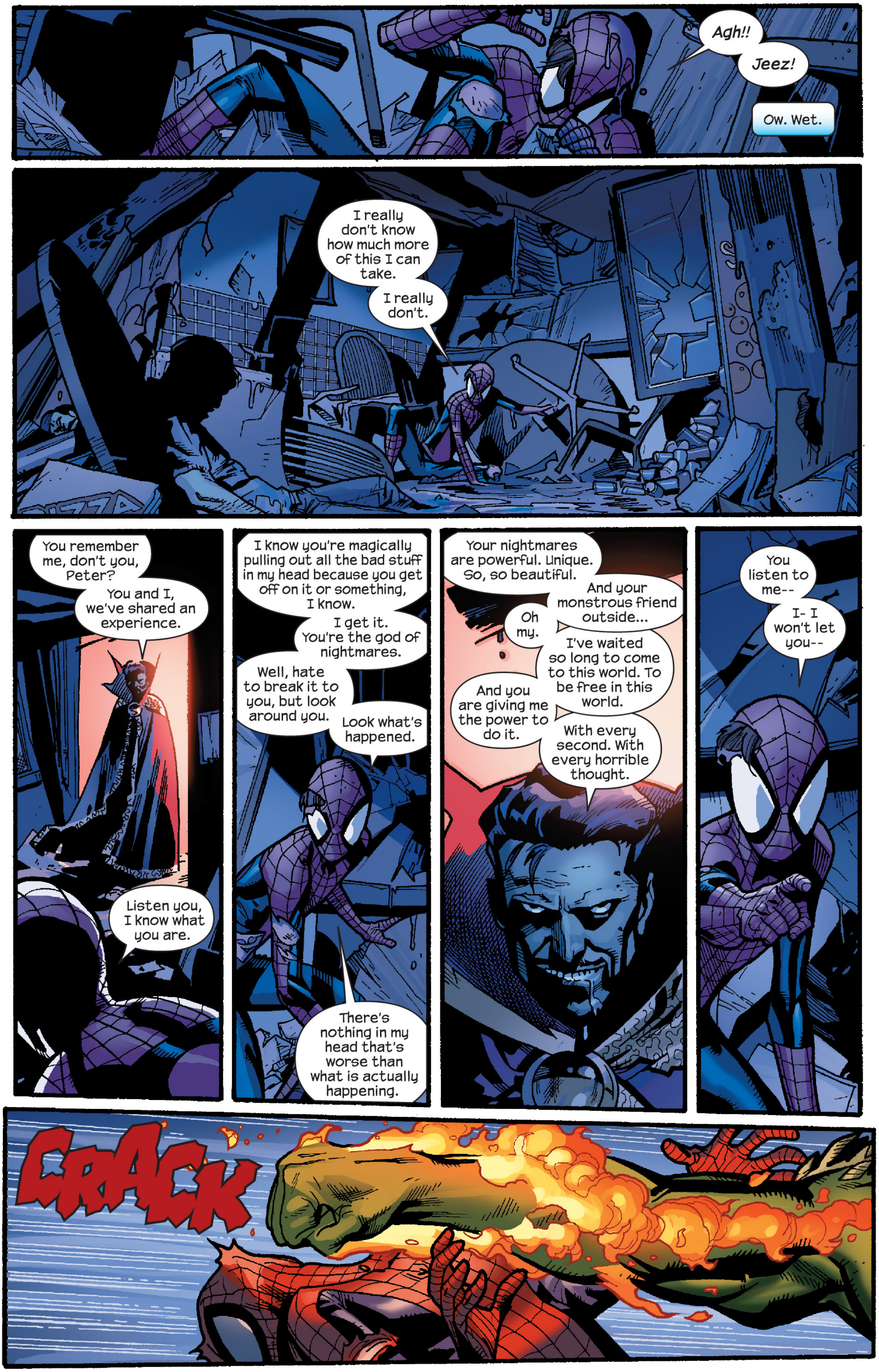

You killed us.
All of us.
You killed us all.
Why?
You killed us all.
AAAGGHH!!!
Hulk, just go. Go away!!
RUN AWAY!!
HULK RUN AWAY!!
I have a special one for you, Mister Parker...

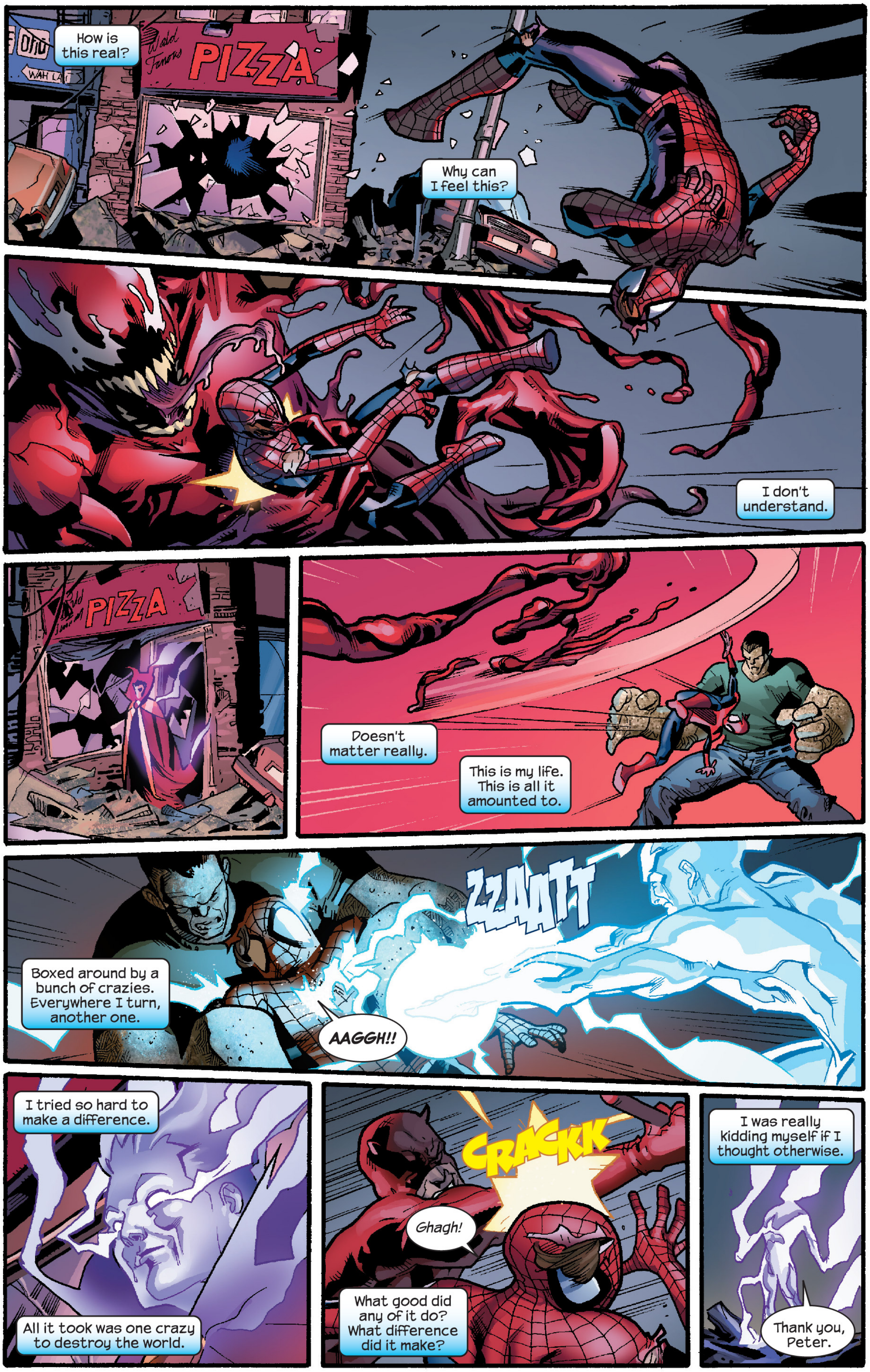

Oh yay...
He said, sarcastically.
Take your own advice, Parker. Just go. Get out of here.
You know what, Slappy. This isn't real.
This is magicky goofy @#$% and the world's coming to an end and I'm not going to even--
TAK
Let--
SMASH
ATM
Sleep, Peter Parker.
It's much more powerful.

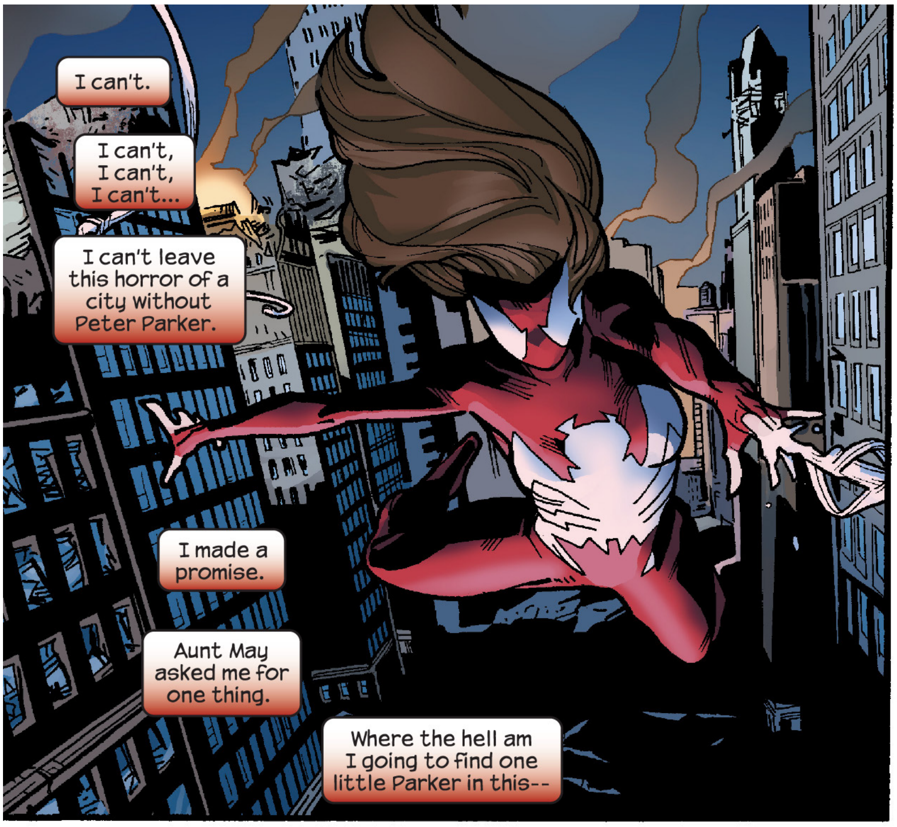

You killed me.
You don't even know our names.
You've ruined the world.
You're a monster.
You're nothing.
You should be dead.
Not us.
You should kill yourself.
You don't even know what a monster you are.
Why did you kill us?
Why did you make us die??

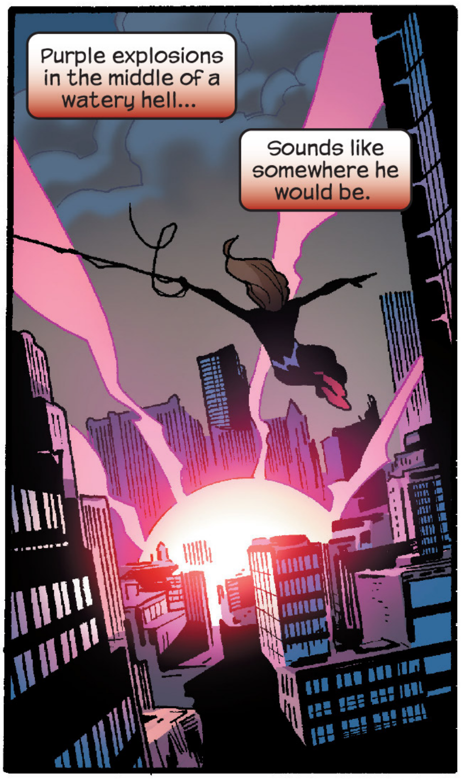

NNNOO!!!
You don't touch Hulk!!
You don't touch Hulk!!
You should be dead.
Not us.
Monster.
You killed us!!
Noooo!!!
Why did you kill us?
You killed all of us!!
You killed us!!
You killed all of us!!
You killed us!!
You killed all of us!!

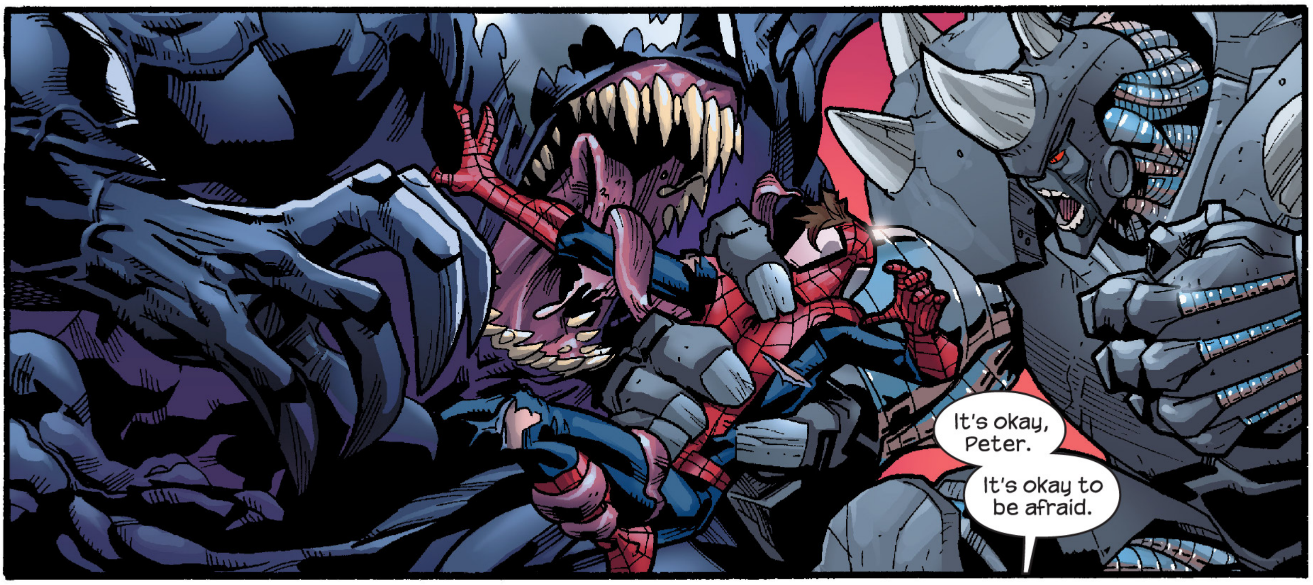

You're not foolin' me, Petey!!
I know you're awake--and it's time for school!
Gosh, Uncle Ben--you're worse than a room full of...
Alarm clocks??
I cooked your favorite breakfast, Petey--wheatcakes!
Wheatcake?
What's a--
Don't fatten him up too much, dear!
I can hardly out-wrestle him now!!
What is this?
Eat up, Petey!
YOU'RE-YOU'RE DEAD!!!
You sure saw to that, didn't ya, kiddo?
No. No. This is-this is not real.
This is that guy-that guy with the--
Why don't you do the right thing and kill *yourself.*
You stupid, selfish piece of--

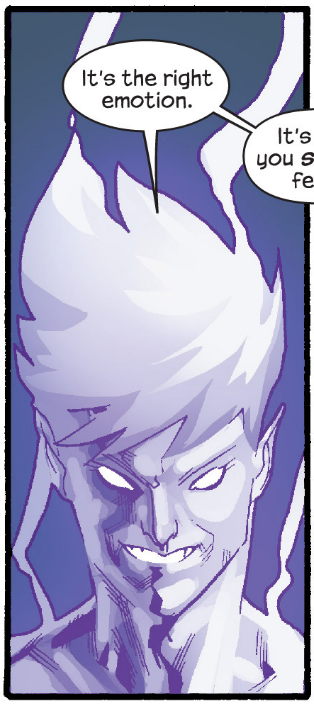

Agh!!
Jeez!
Ow. Wet.
I really don't know how much more of this I can take.
I really don't.
You remember me, don't you, Peter?
You and I, we've shared an experience.
Listen you, I know what you are.
I know you're magically pulling out all the bad stuff in my head because you get off on it or something, I know.
I get it. You're the god of nightmares.
Well, hate to break it to you, but look around you.
Look what's happened.
There's nothing in my head that's worse than what is actually happening.
Your nightmares are powerful. Unique. So, so beautiful.
Oh my.
And your monstrous friend outside...
I've waited so long to come to this world. To be free in this world.
And you are giving me the power to do it.
With every second. With every horrible thought.
You listen to me--
I- I won't let you--
CRACK

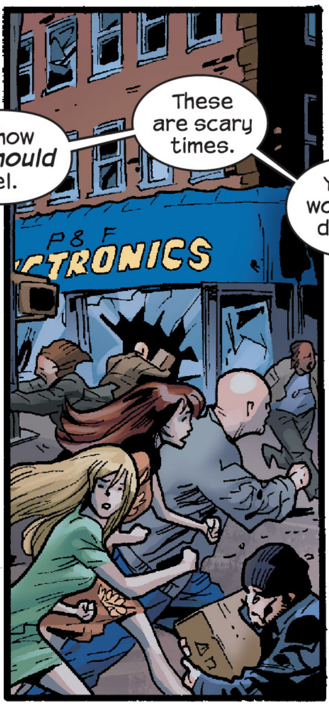

WAH LA
World Famous PIZZA
How is this real?
Why can I feel this?
I don't understand.
PIZZA
Doesn't matter really.
This is my life. This is all it amounted to.
ZZAATT
Boxed around by a bunch of crazies. Everywhere I turn, another one.
AAGGH!!
I tried so hard to make a difference.
All it took was one crazy to destroy the world.
CRACKK
Ghagh!
What good did any of it do? What difference did it make?
I was really kidding myself if I thought otherwise.
Thank you, Peter.

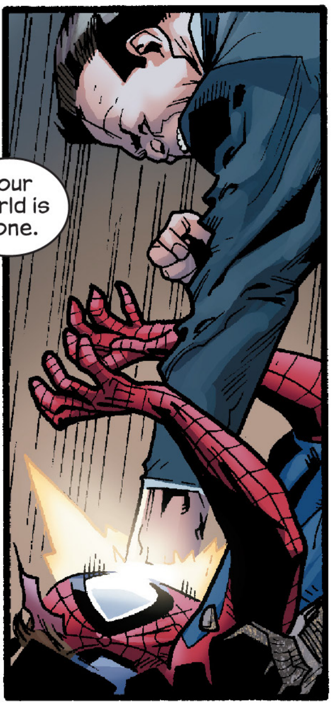

I can't.
I can't, I can't, I can't...
I can't leave this horror of a city without Peter Parker.
I made a promise.
Aunt May asked me for one thing.
Where the hell am I going to find one little Parker in this--

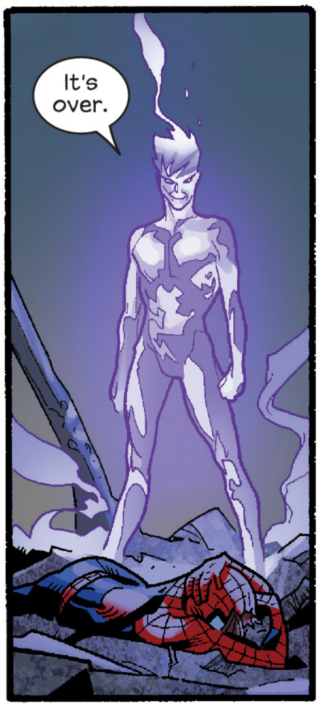

Purple explosions in the middle of a watery hell...
Sounds like somewhere he would be.

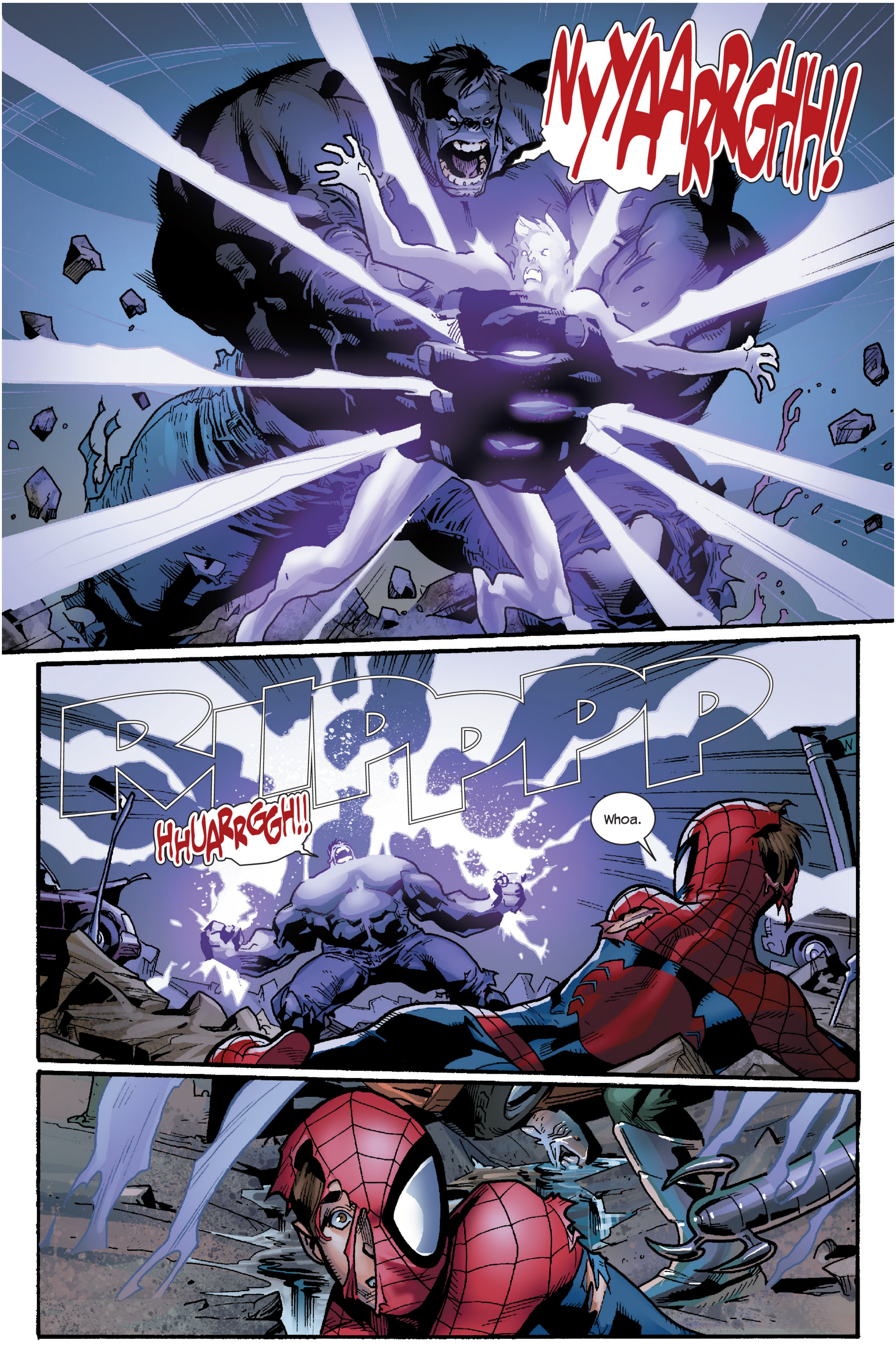

It's okay, Peter.
It's okay to be afraid.

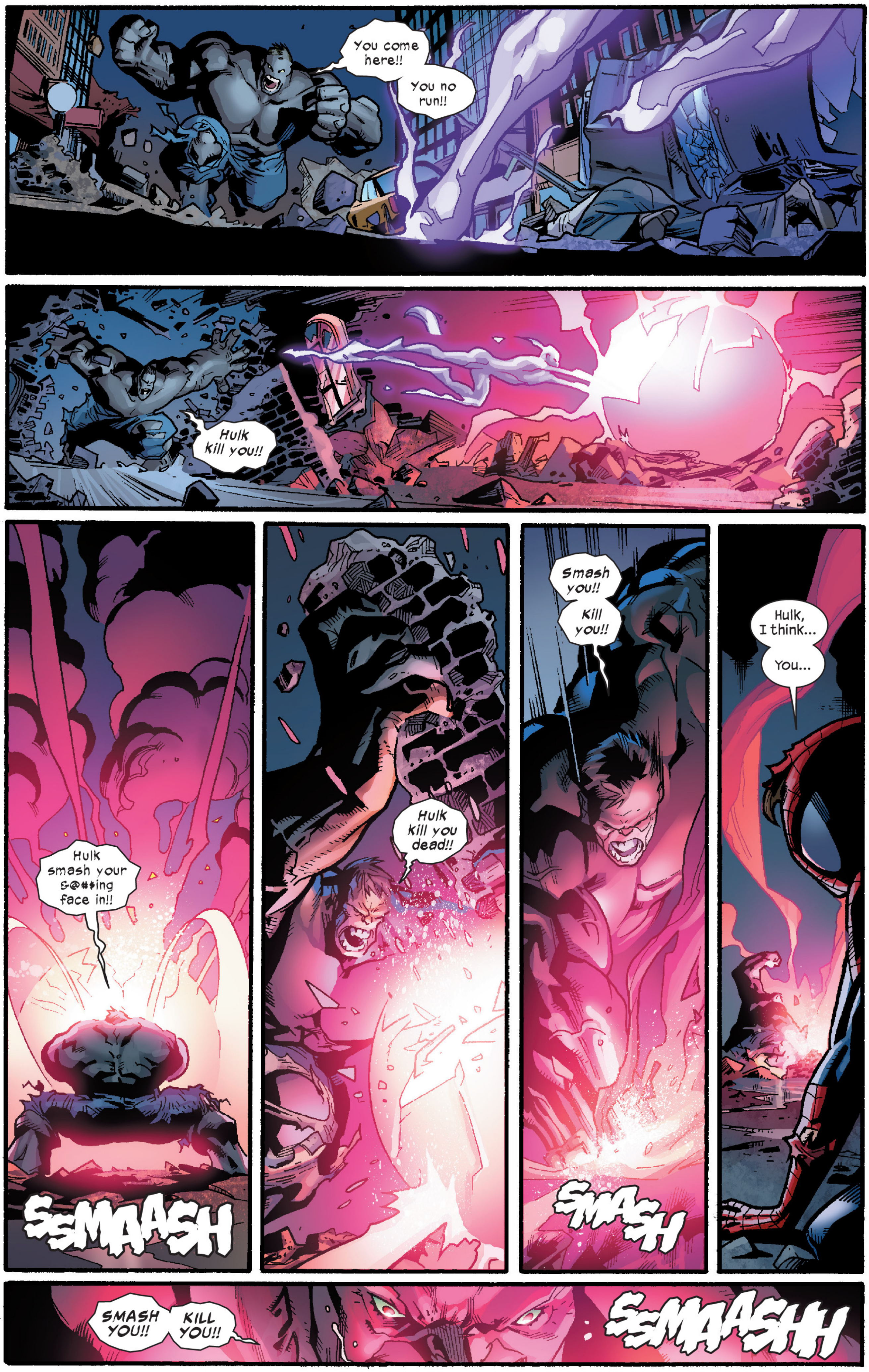

It's the right emotion.
It's how you *should* feel.

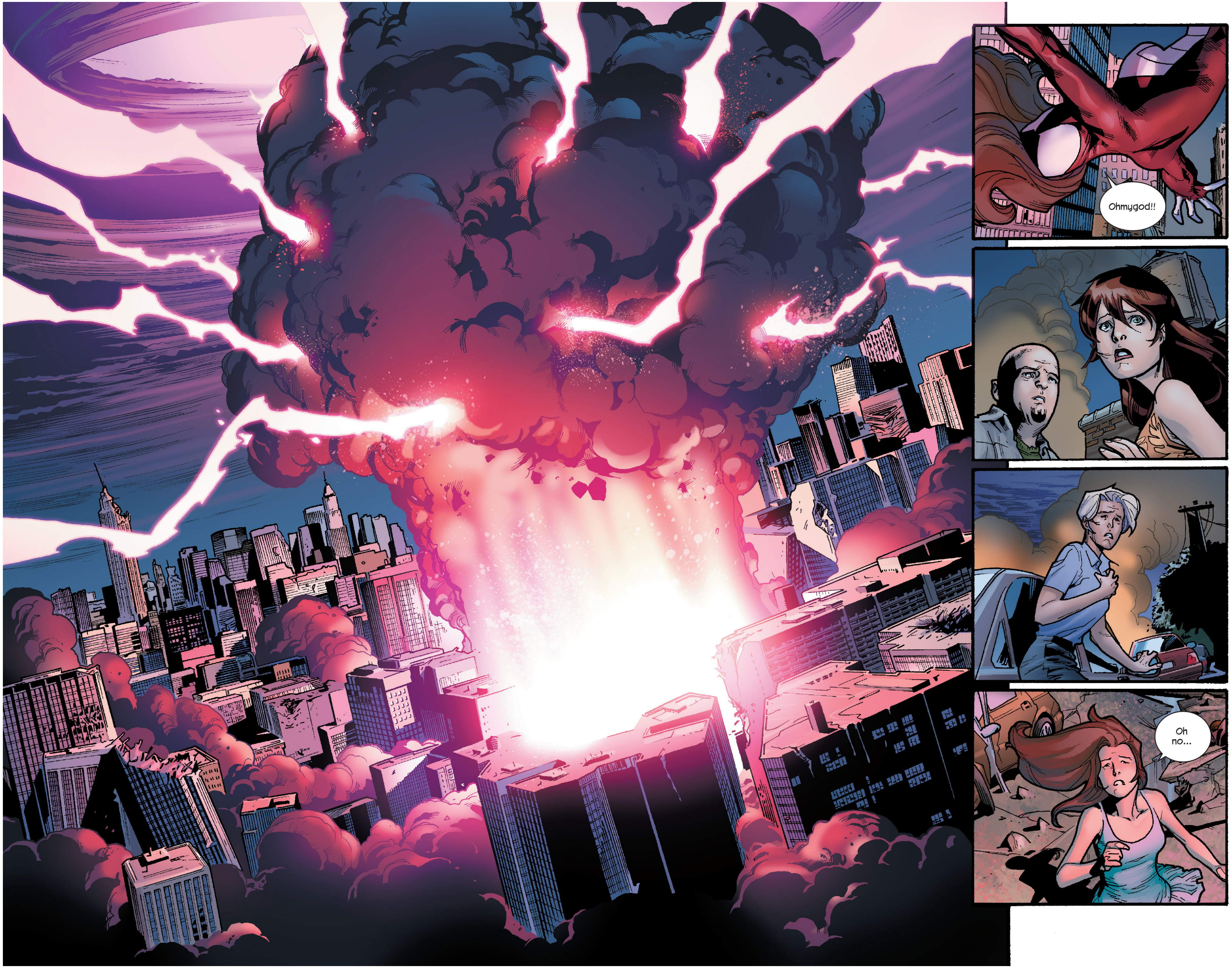

These are scary times.
P&F
...TRONICS


Your world is done.


It's over.


NYYAARRGHH!
RIPPP
HHUARRGGH!!
Whoa.


You come here!!
You no run!!
Hulk kill you!!
Hulk smash your &@#$ing face in!!
SSMAASH
Hulk kill you dead!!
Smash you!!
Kill you!!
SMASH
Hulk, I think...
You...
SMASH YOU!!
KILL YOU!!
SSMAASHH


Ohmygod!!
Oh no...

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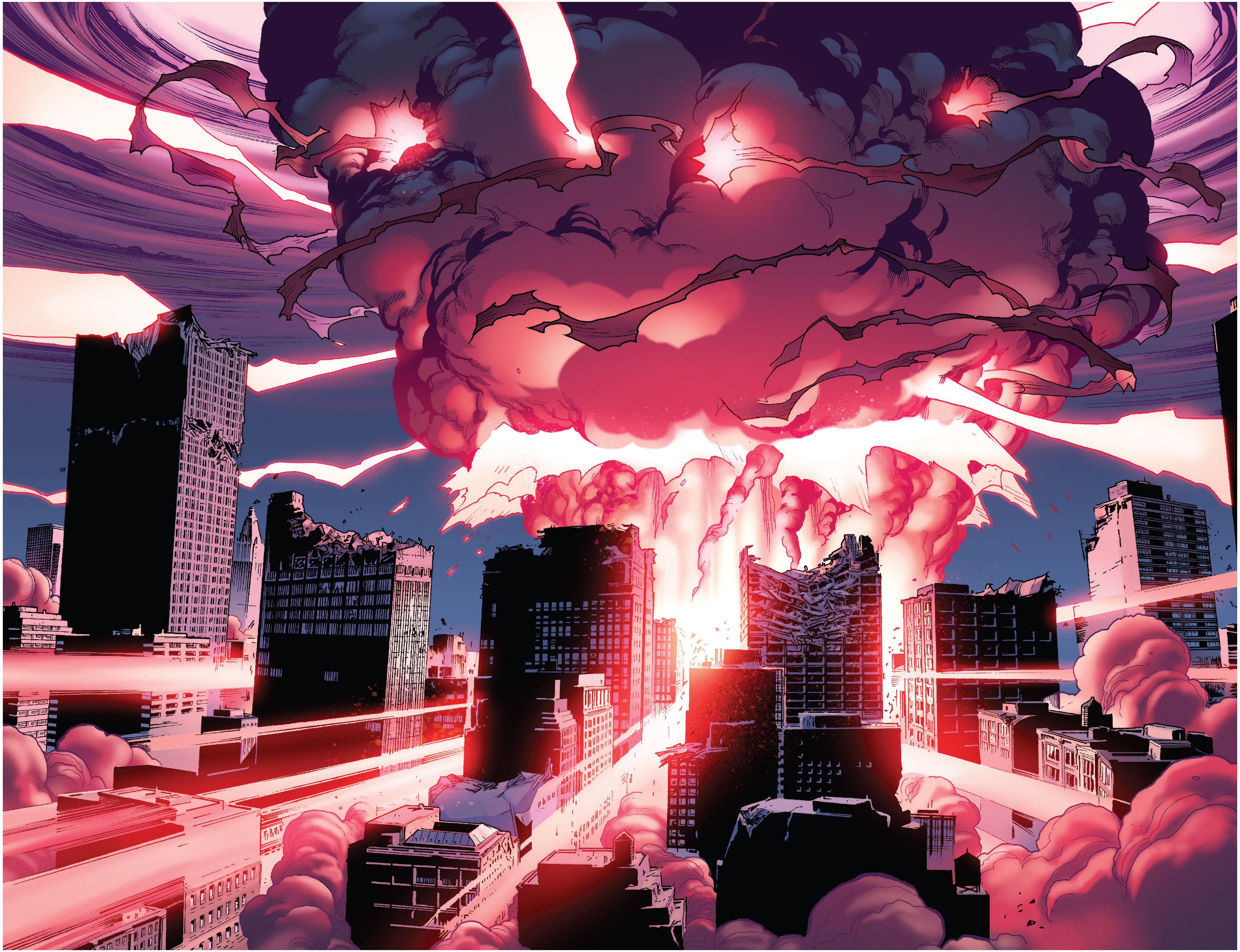

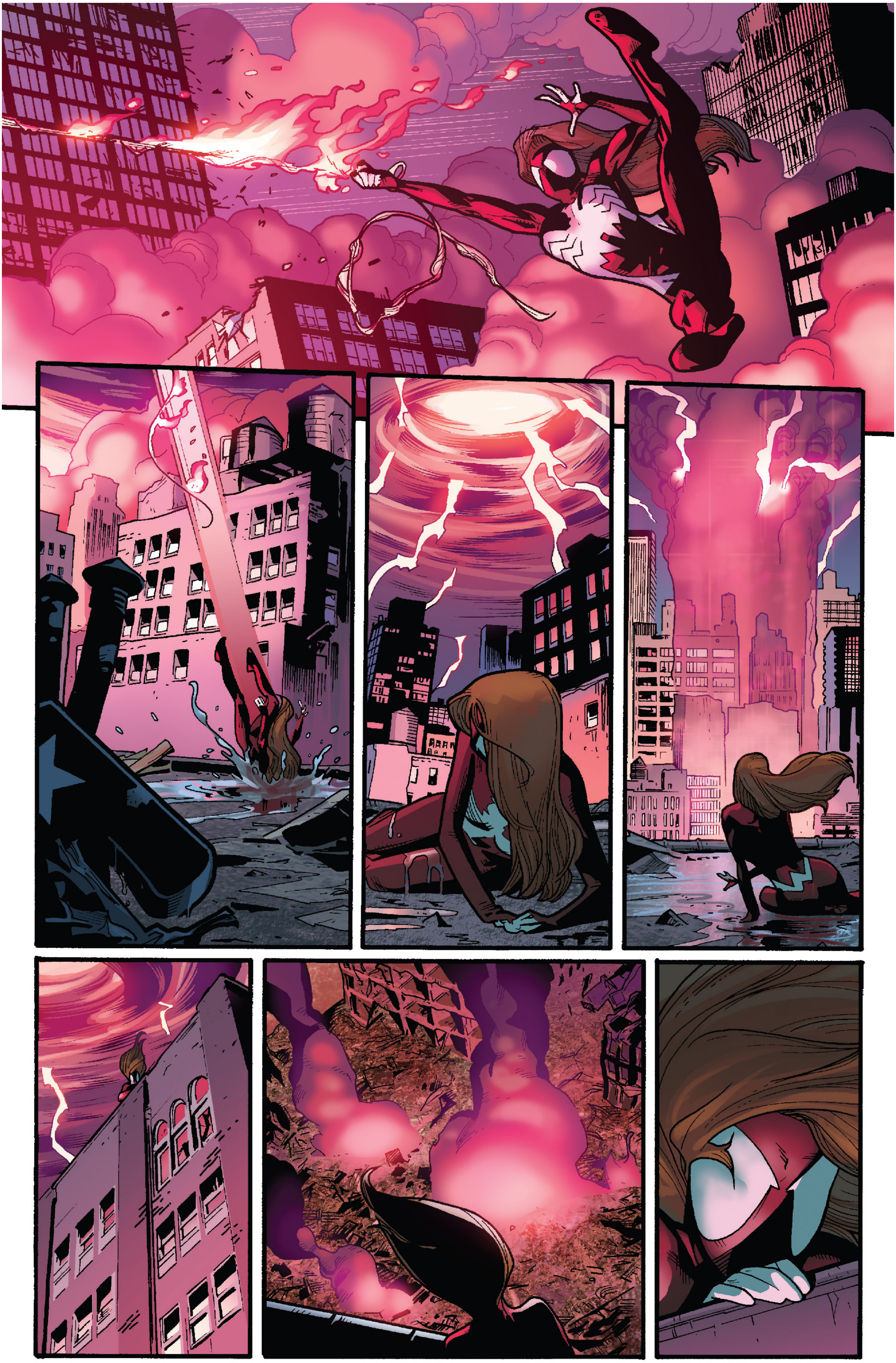

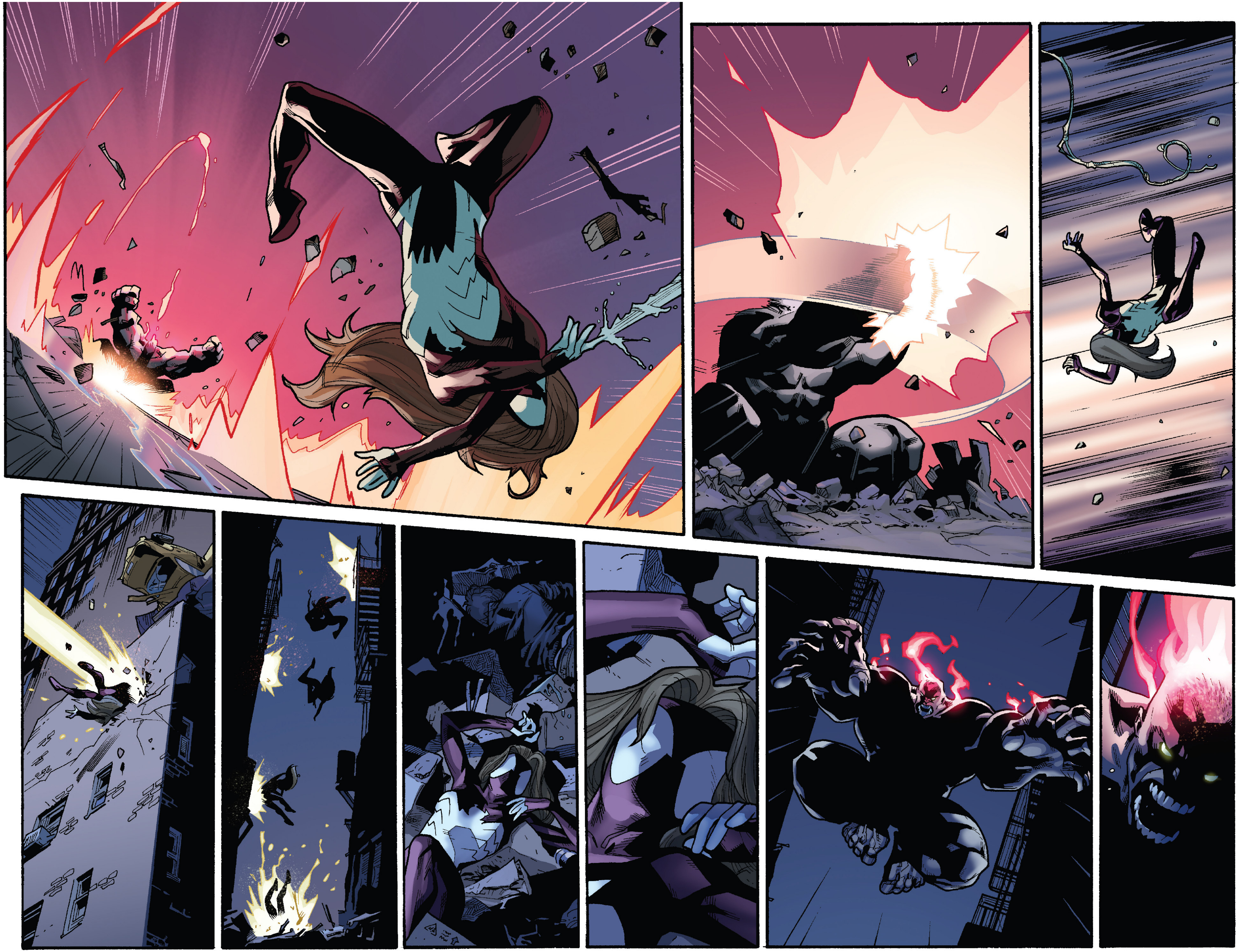

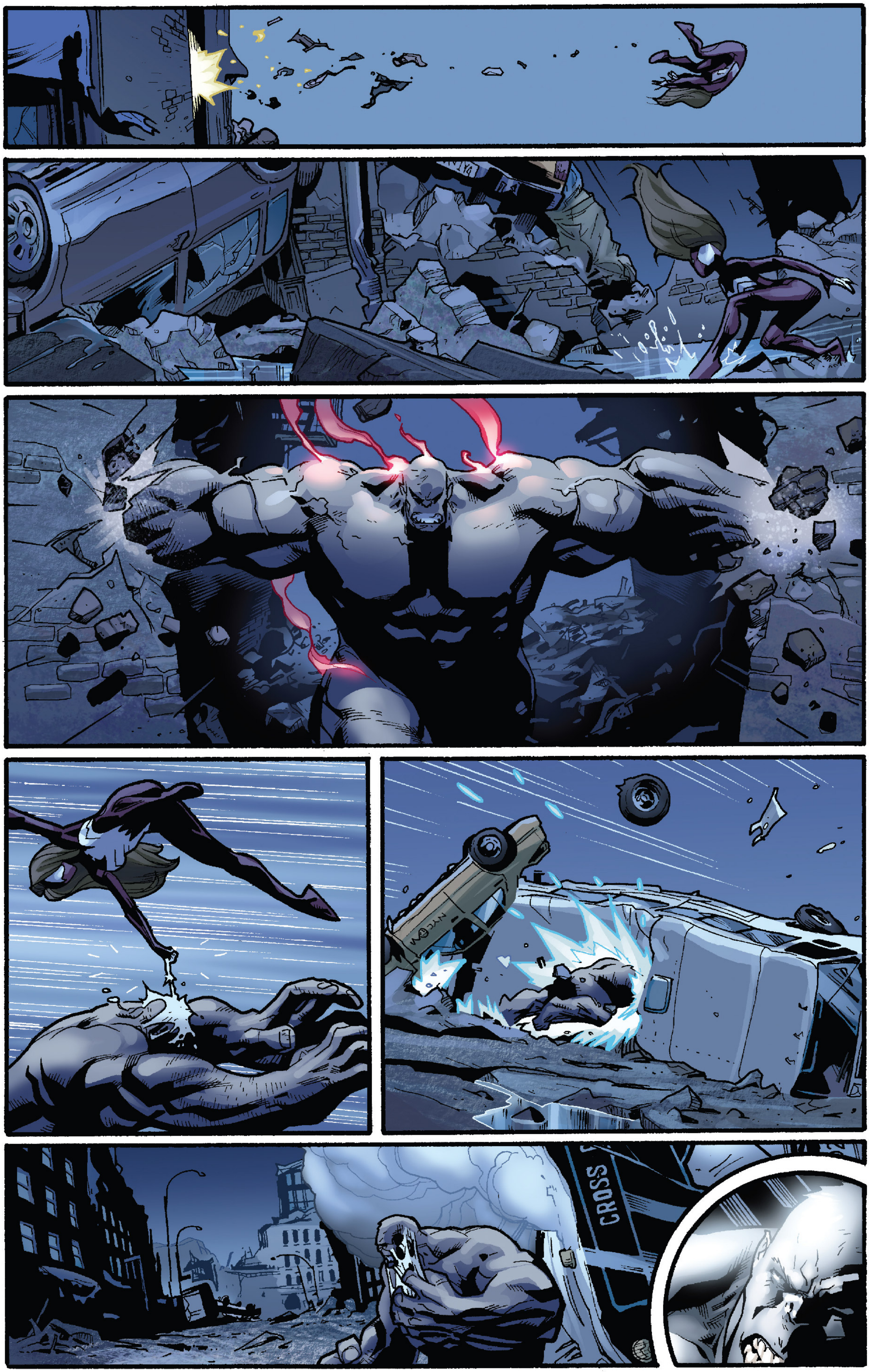
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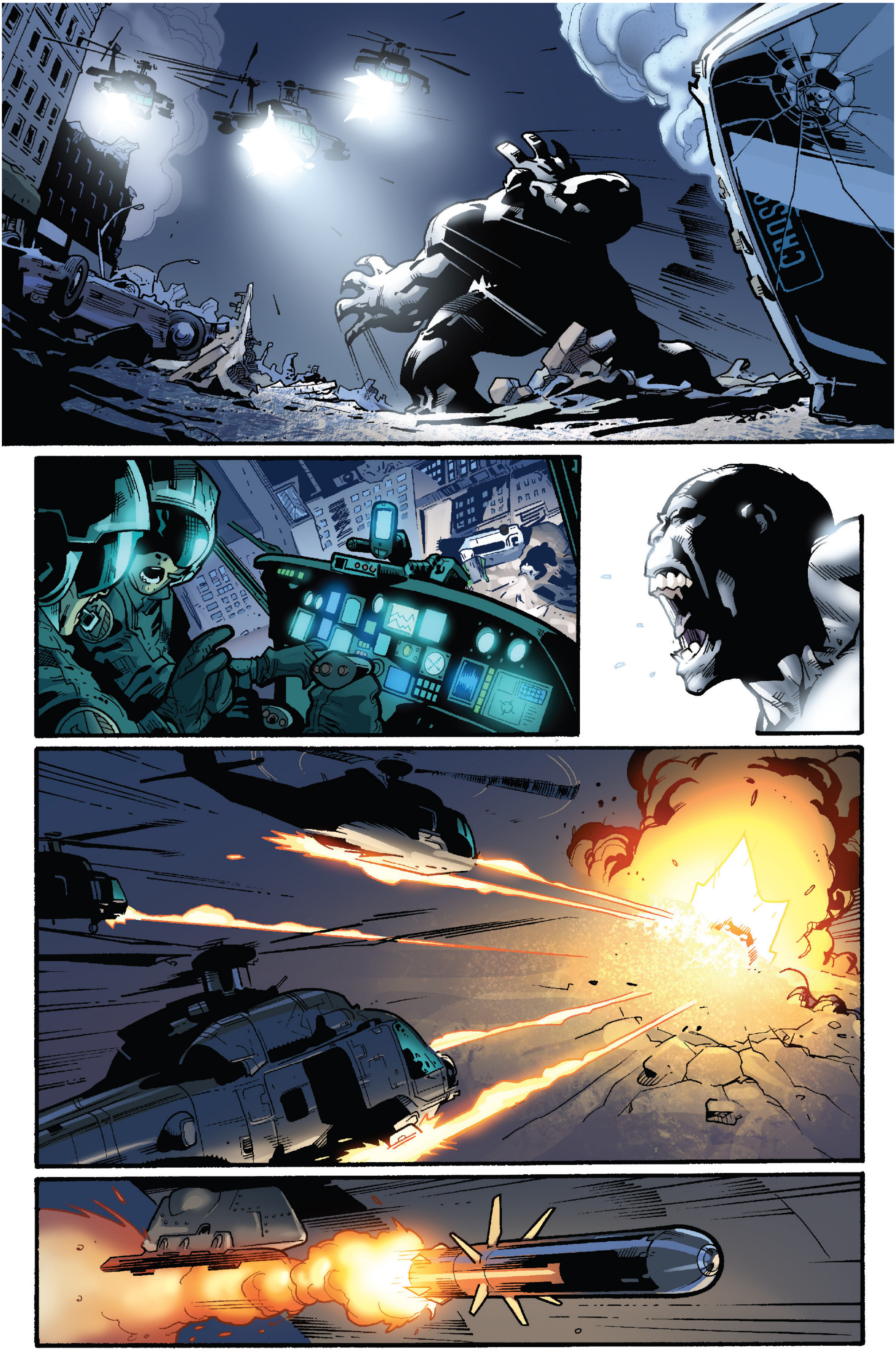
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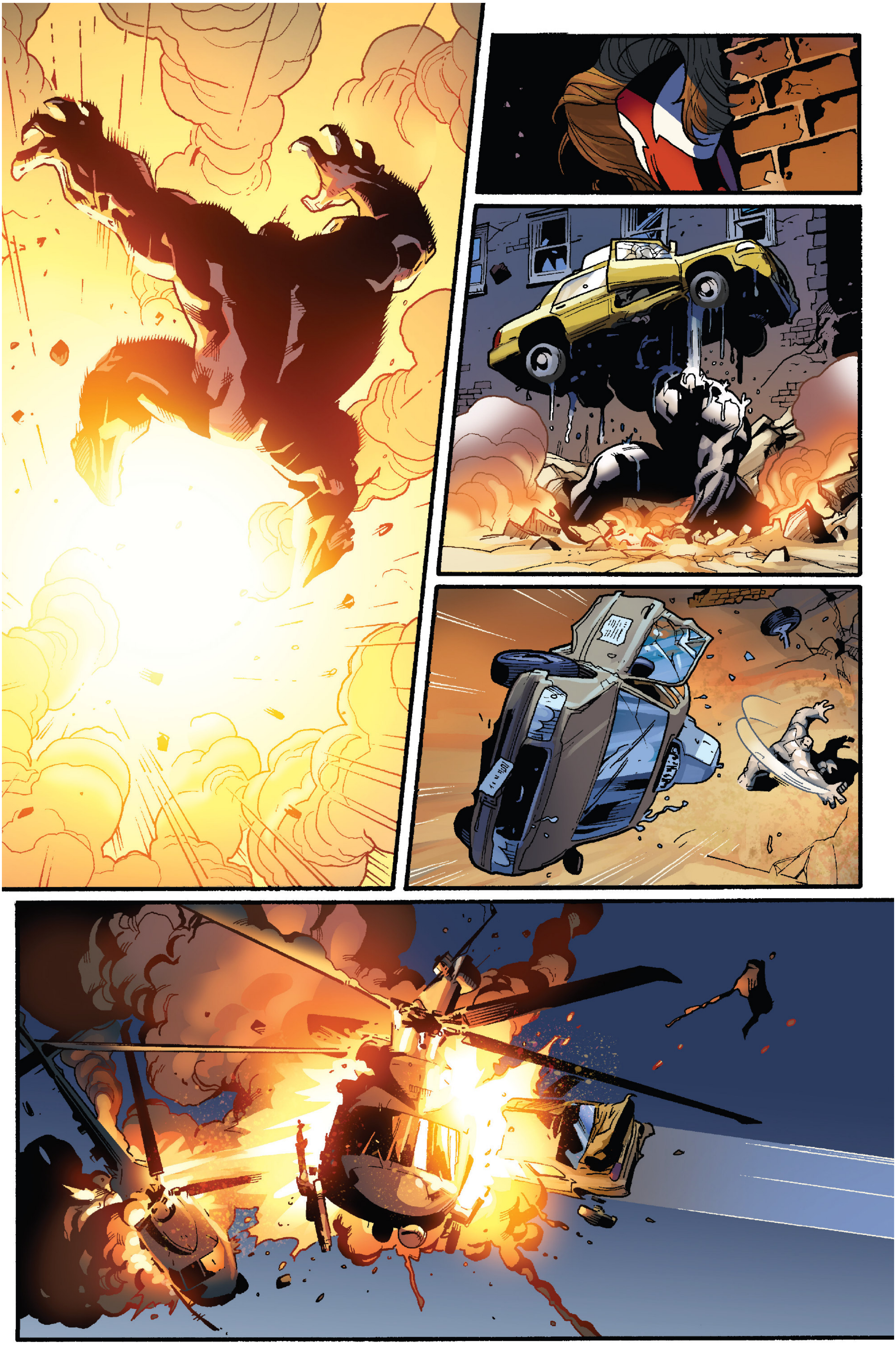
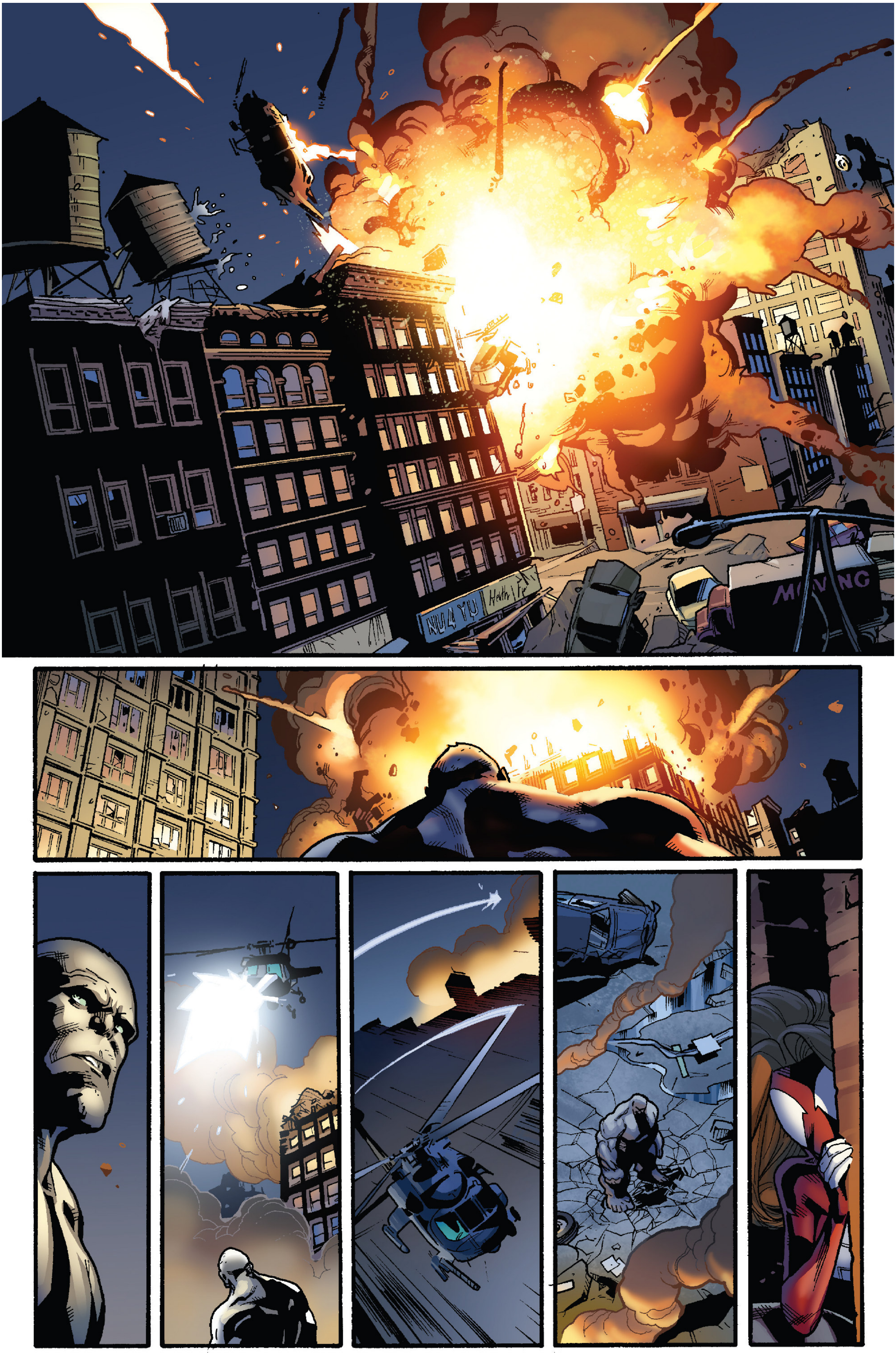
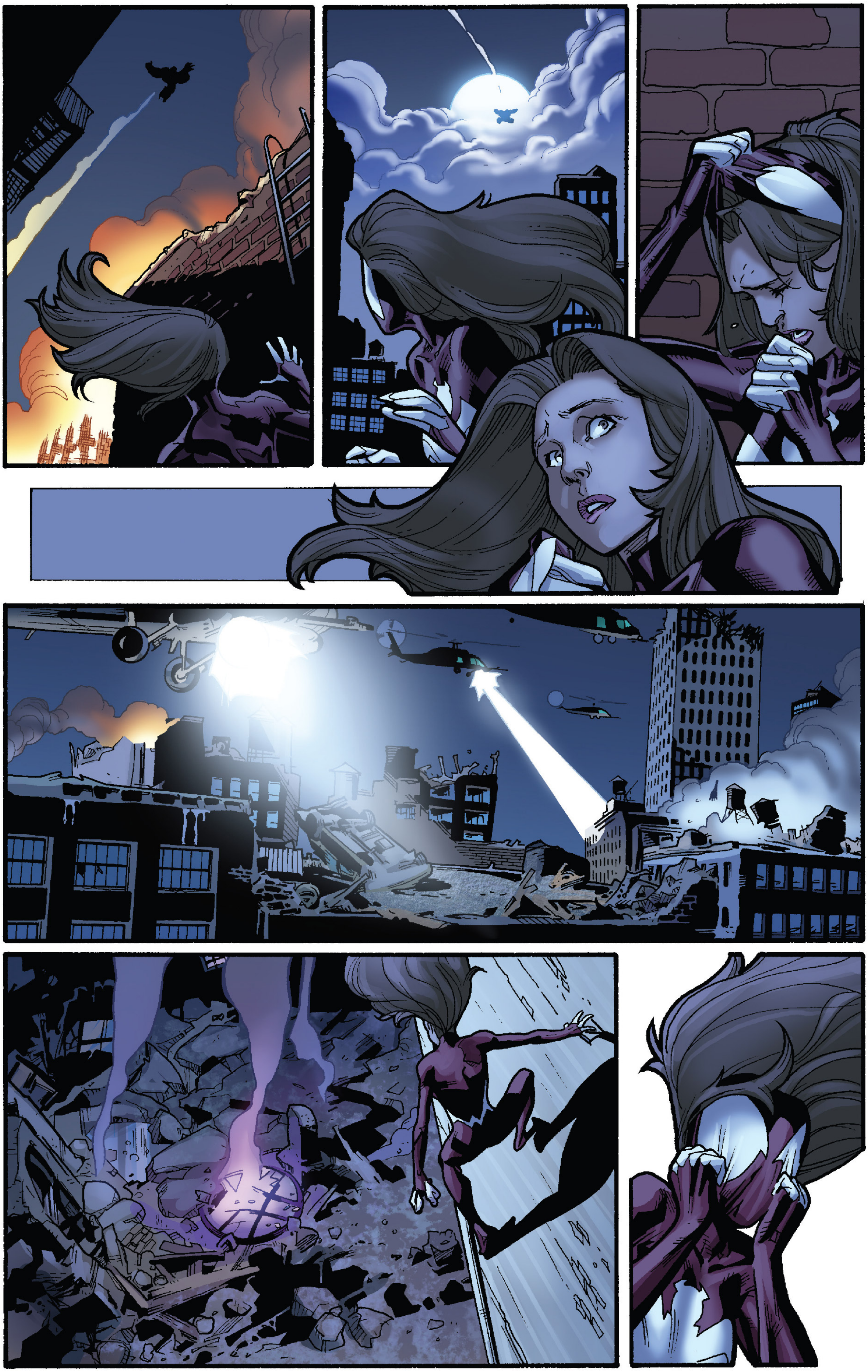
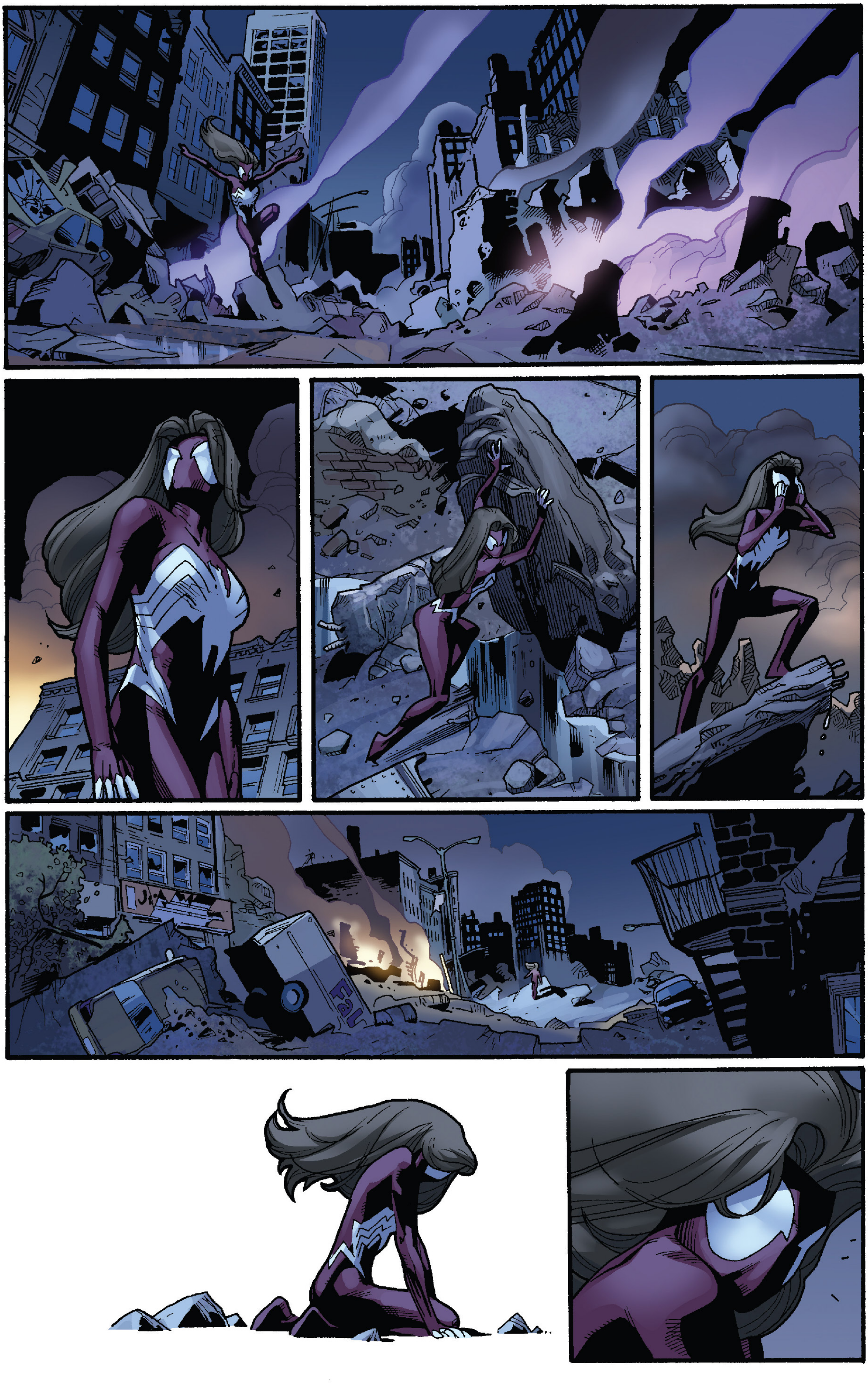
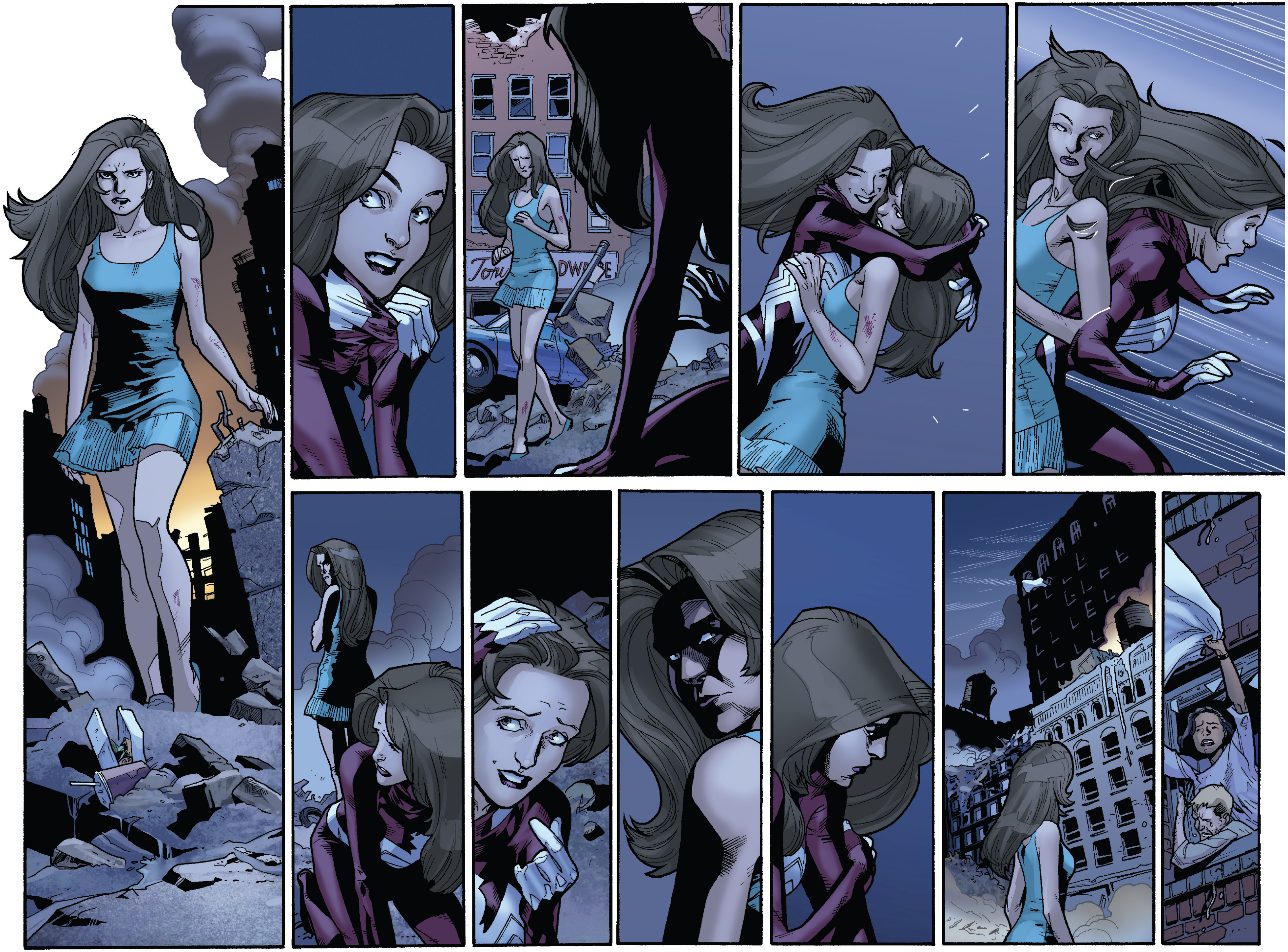
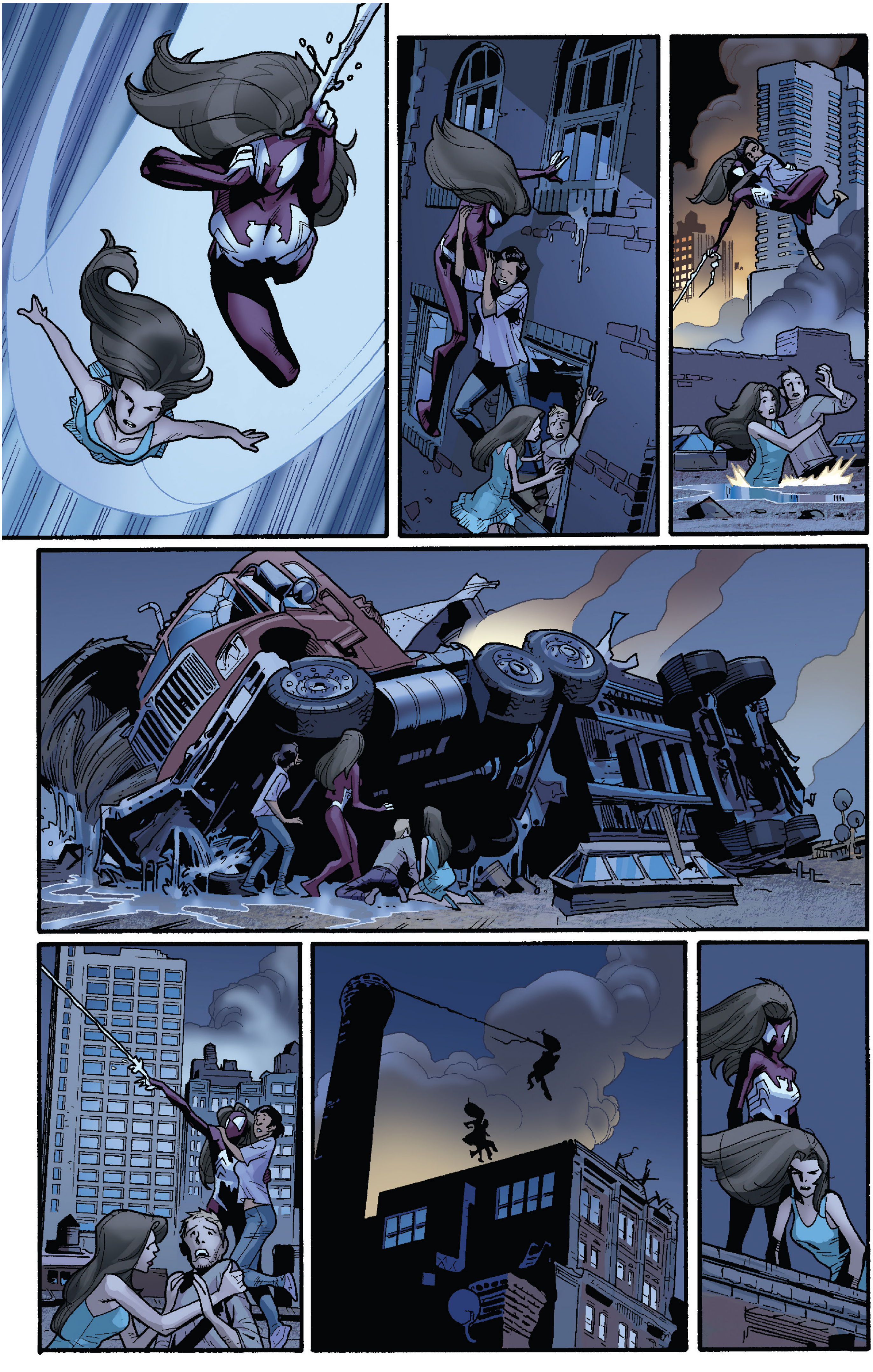


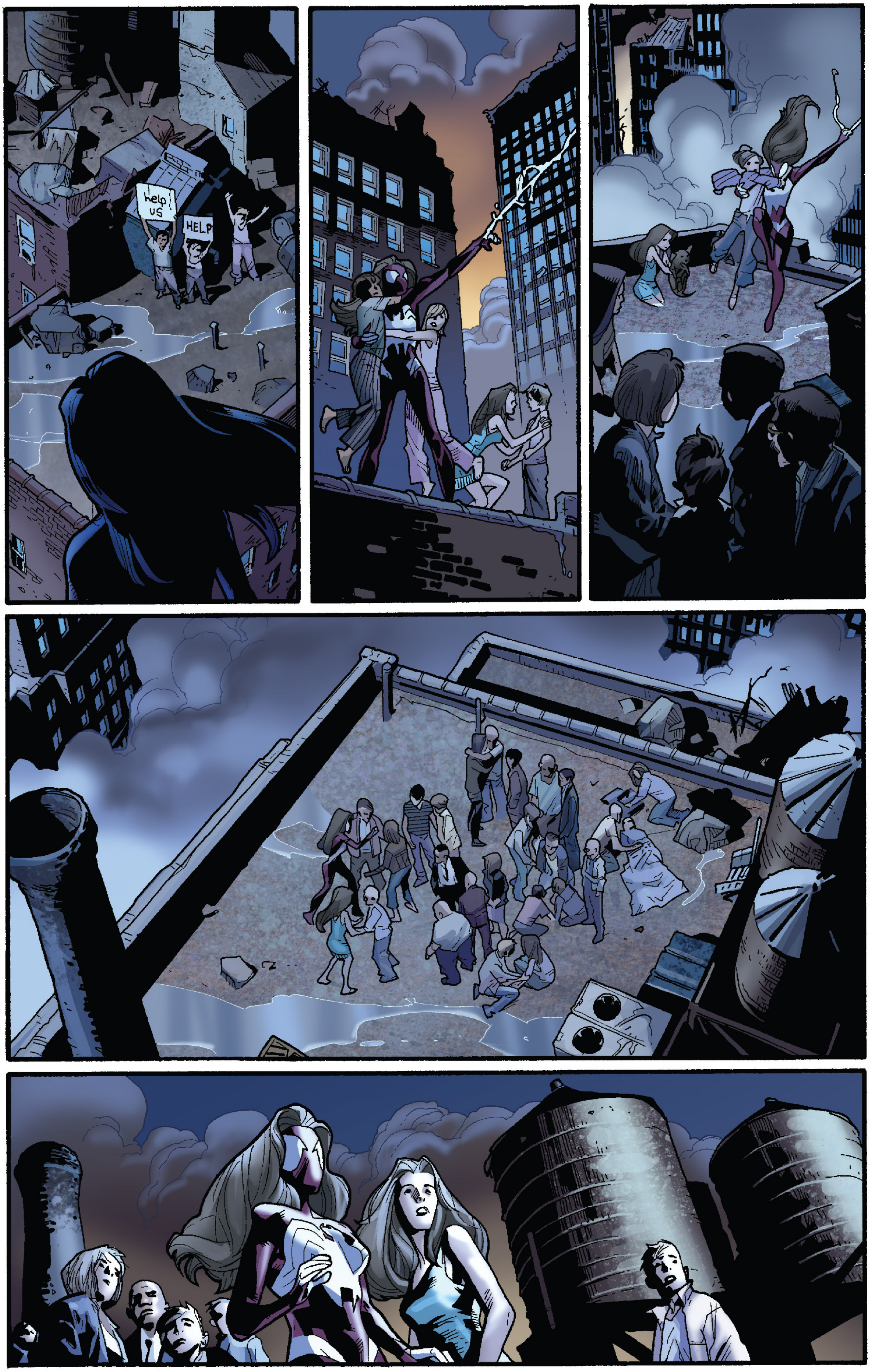

NU4 YU
MOVING

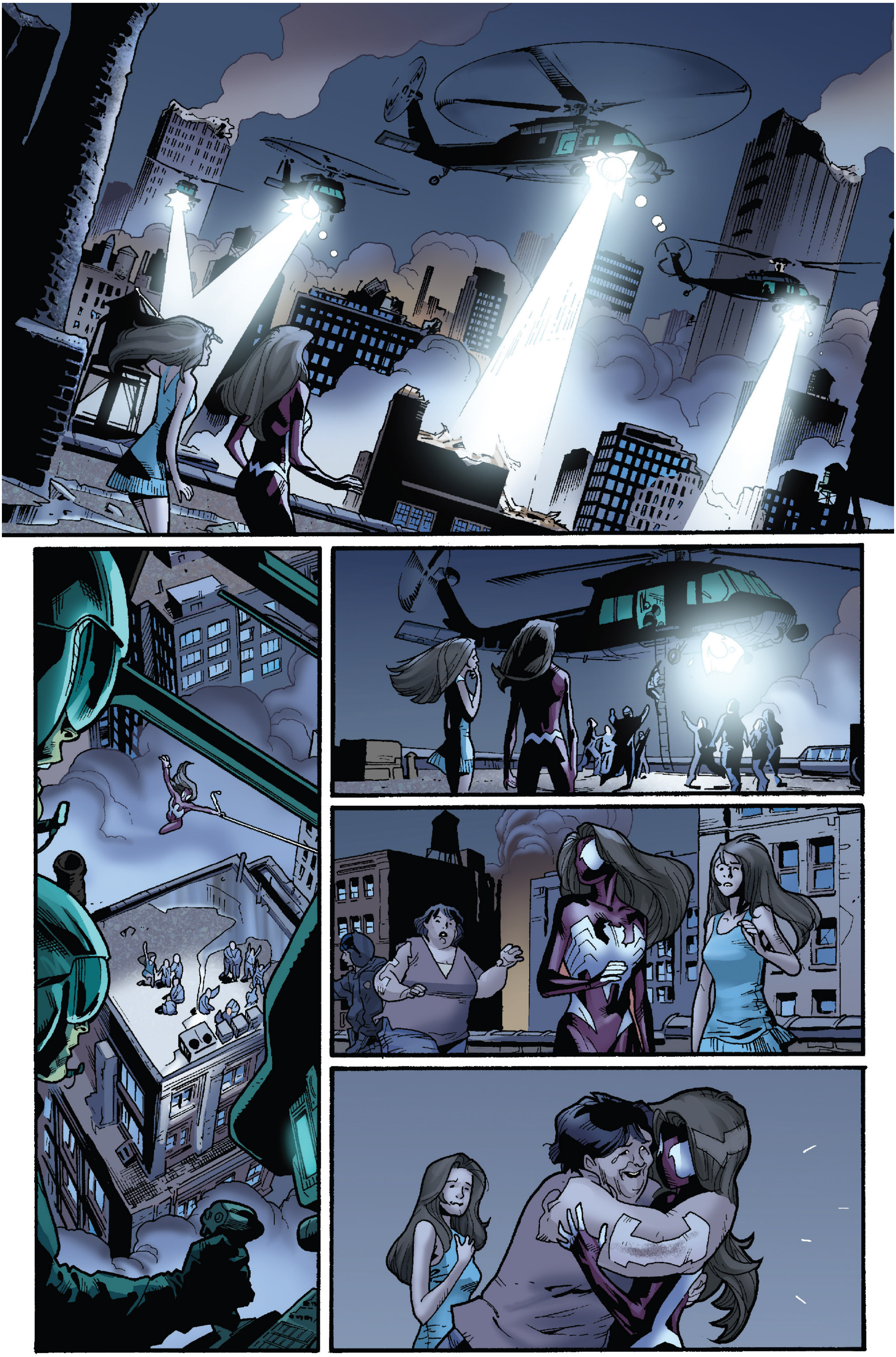


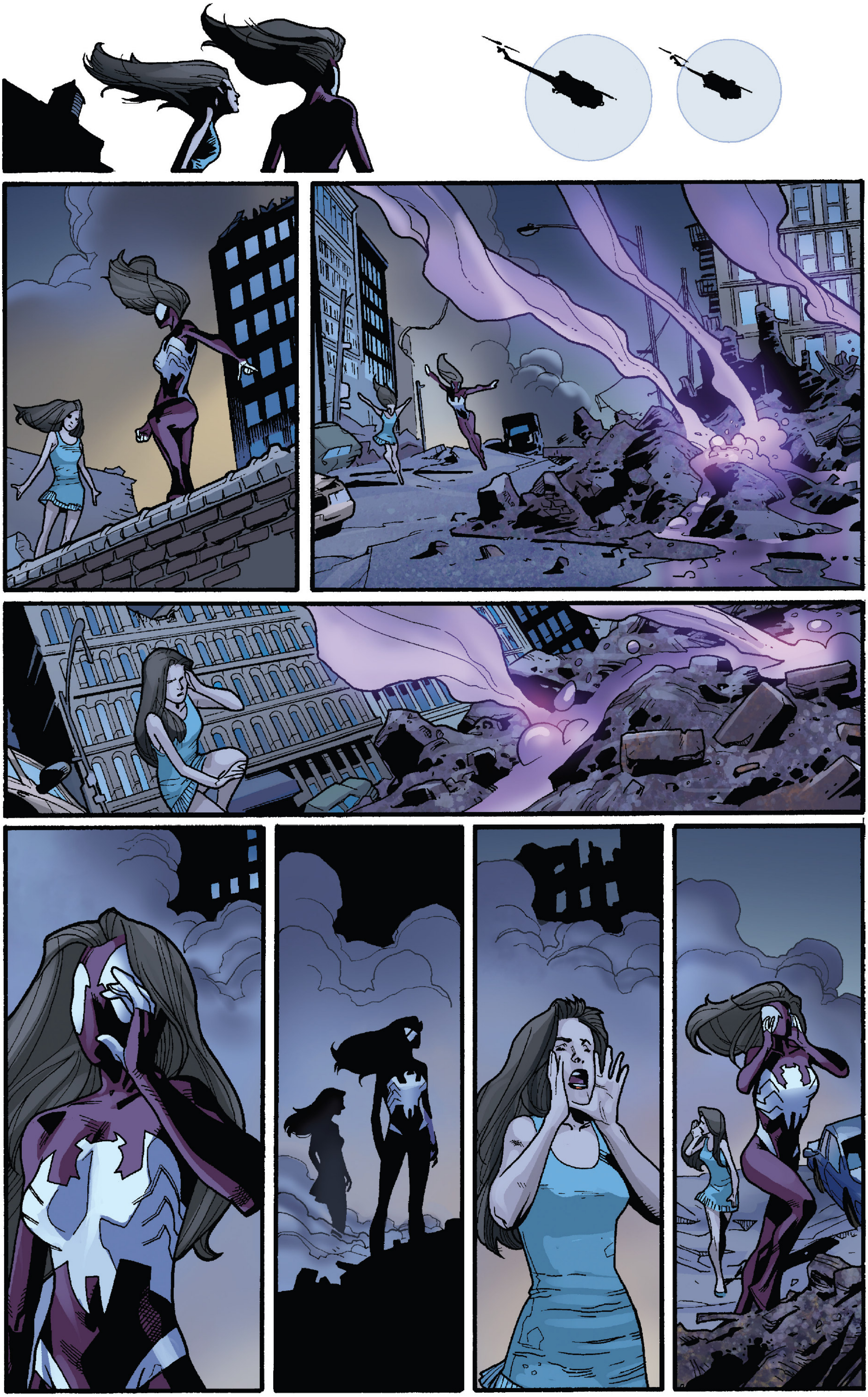

Fal

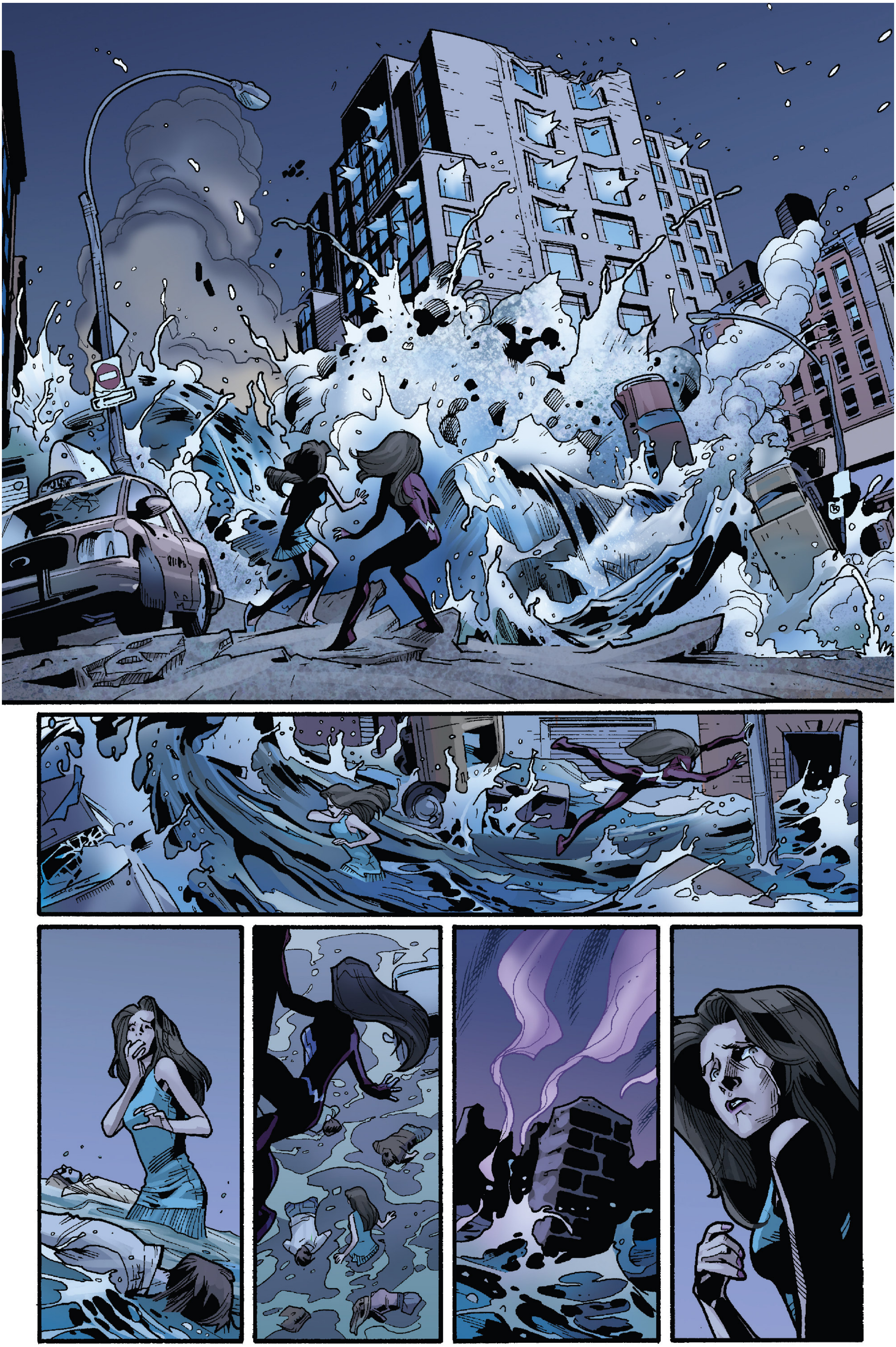

Tony
DW
E

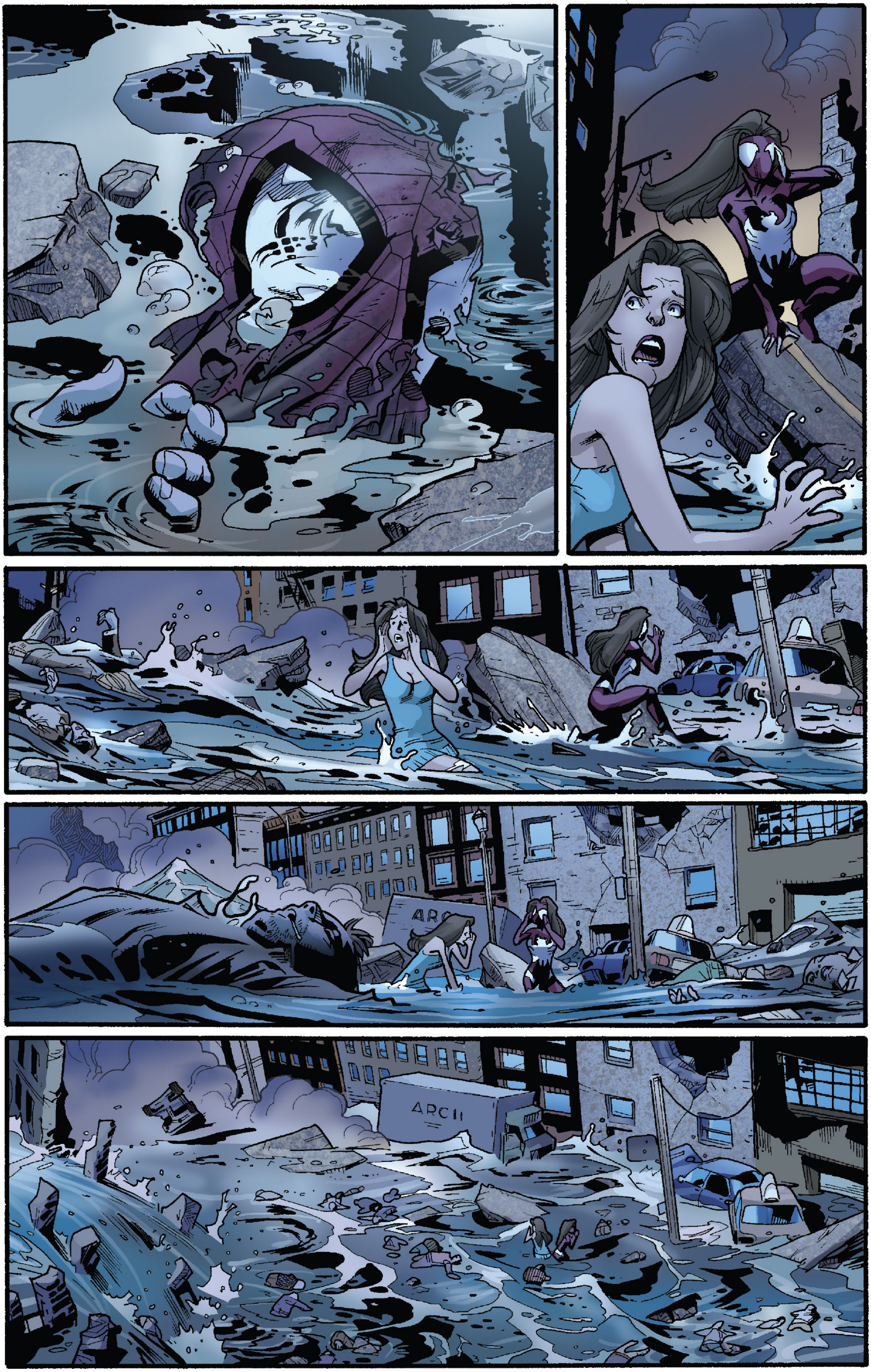



help! us
HELP





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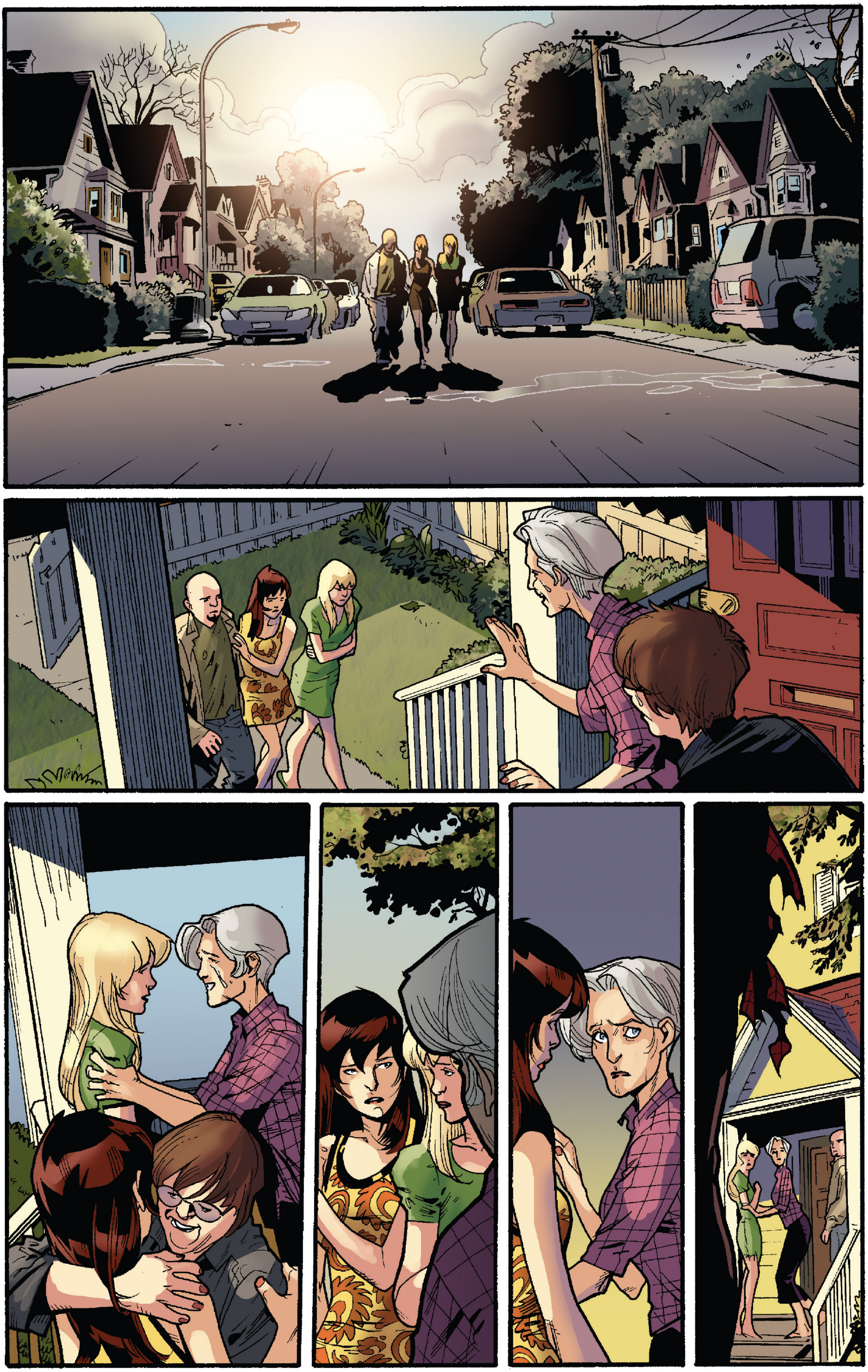

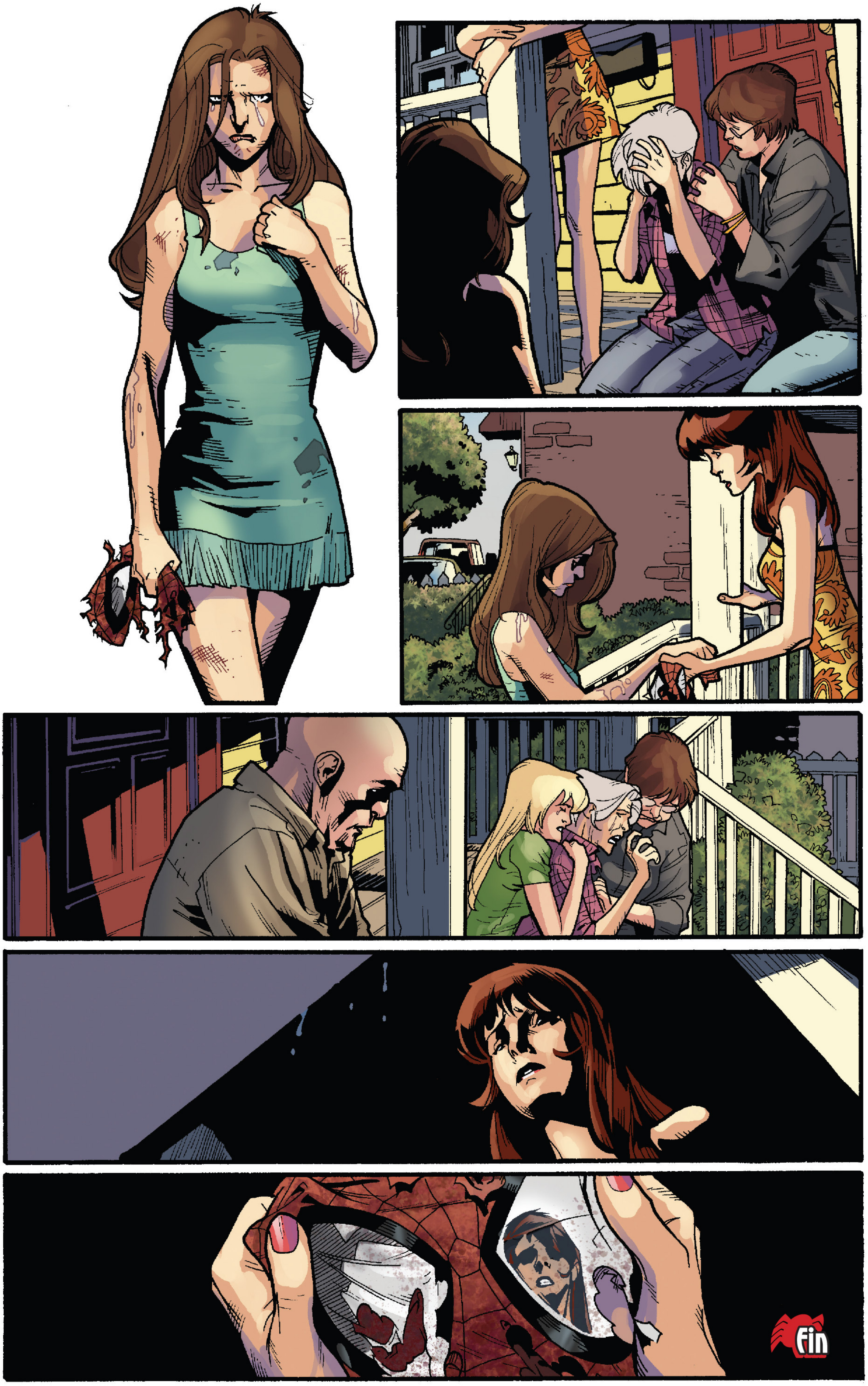
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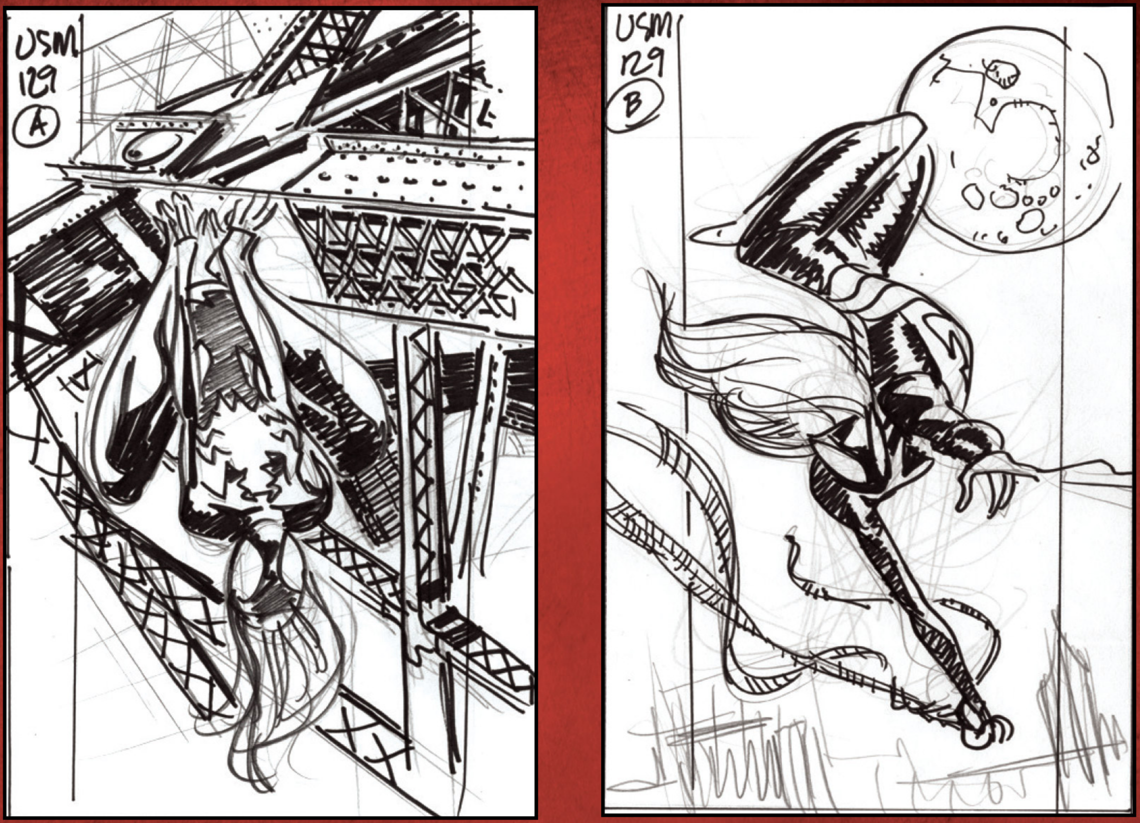
133
VARIANT

Cover Process by
DAVID LAFUENTE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USM
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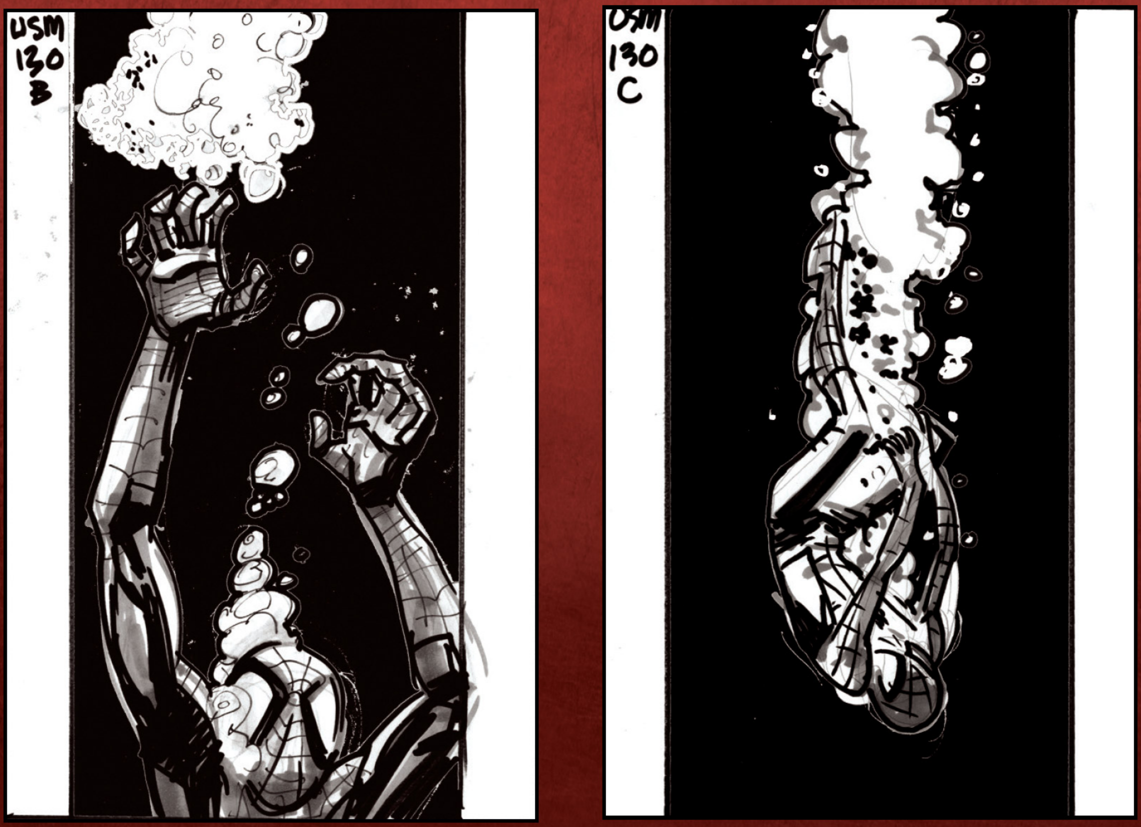
Ultimate Spider-Man #129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C

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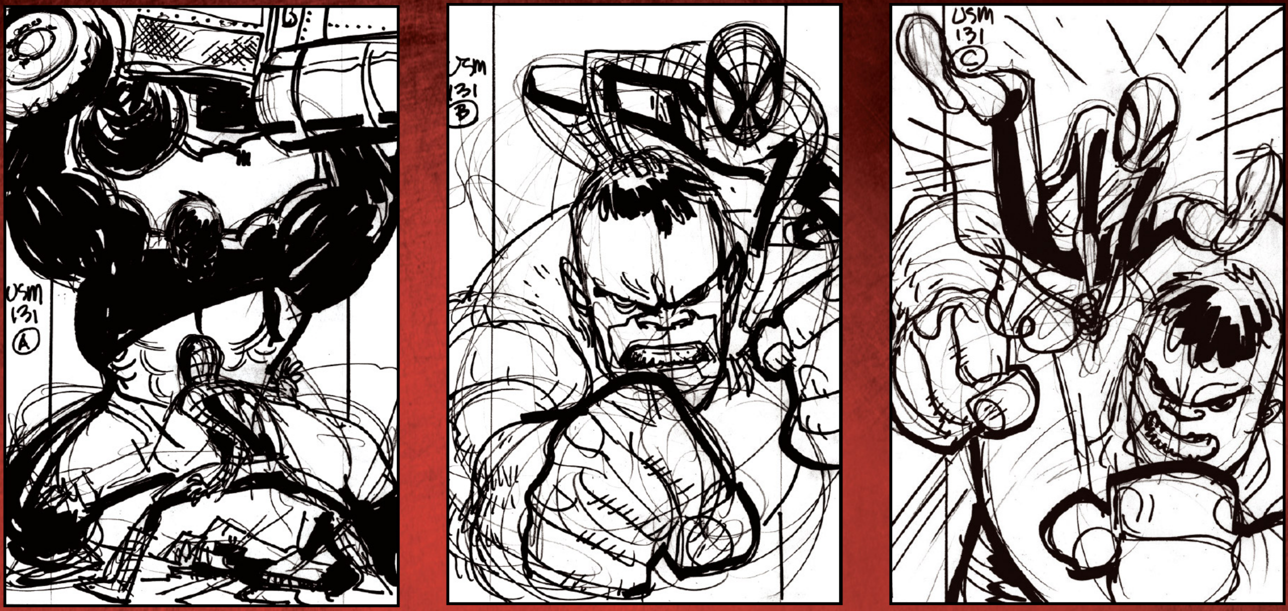
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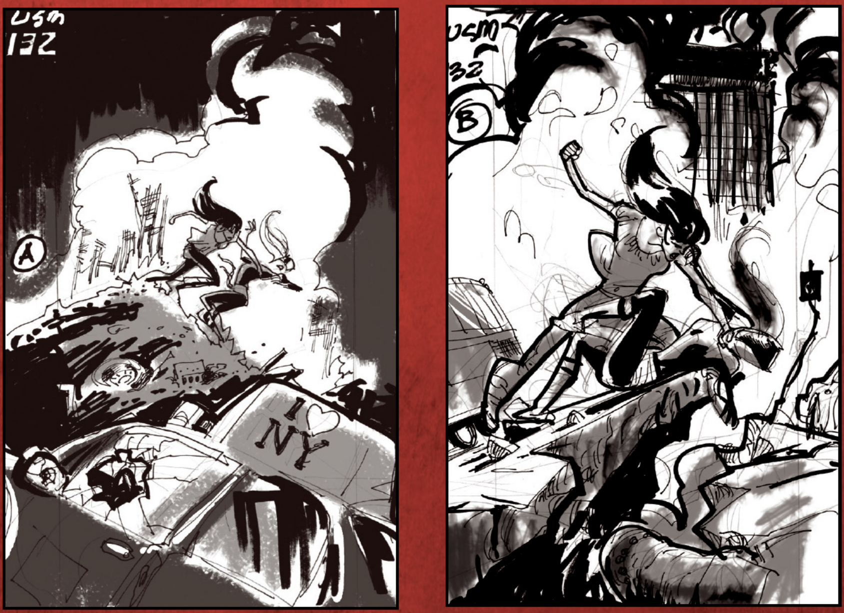
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I ♥ NY
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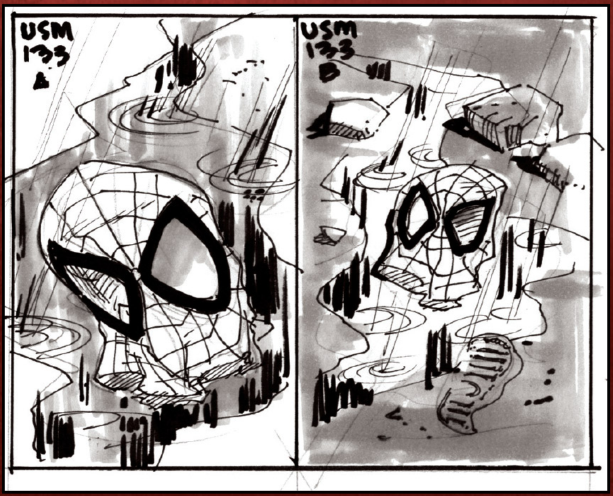
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Ultimate Spider-Man #133

ULTIMATE SPIDER-MAN MEETS THE ULTIMATE END.

IT BEGINS WITH A BLESSEDLY NORMAL DAY FOR PETER PARKER. IT ENDS WITH A FINAL MOMENT THAT WILL LEAVE YOU WITHOUT WORDS.

Magneto has issued his Ultimatum to the world — and unleashed a tidal wave upon Manhattan that triggers a new epoch in the history of civilization. In the center of the maelstrom are New York City's most gallant defender and the family and friends that live — and die — beside him. This is the story of Aunt May, Mary Jane, Kitty Pryde, J. Jonah Jameson and the hero that looms over all their lives as they bear witness to the end times of the Ultimate Universe.

Featuring the Hulk, Spider-Woman, Doctor Strange and more, this volume recounts the final days of the series that rewrote the rulebook on comic-book action, adventure and humanity.

Collects Ultimate Spider-Man #129-133 and Ultimate Spider-Man Annual #3 — written by Brian Michael Bendis (Uncanny X-Men), and illustrated by Stuart Immonen (All-New X-Men) and David Lafuente (Patsy Walker, Hellcat).